

# **EXHIBIT 1**

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

WAYMO LLC

Plaintiff,

vs.

Case No.

UBER TECHNOLOGIES, INC.; 17-cv-00939-WHA

OTTOMOTTO, LLC; OTTO

TRUCKING LLC,

Defendants.

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**\*\*ATTORNEYS' EYES ONLY\*\***

VIDEOTAPED DEPOSITION OF TRAVIS KALANICK

San Francisco, California

Thursday, July 27, 2017

Volume I

REPORTED BY:

REBECCA L. ROMANO, RPR, CSR No. 12546

JOB NO. 2665725

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<div>1 UNITED STATES DISTRICT COURT</div> <div>2 NORTHERN DISTRICT OF CALIFORNIA</div> <div>3 SAN FRANCISCO DIVISION</div> <div>4</div> <div>5 WAYMO LLC</div> <div>6 Plaintiffs,</div> <div>7 vs. Case No.</div> <div>8 UBER TECHNOLOGIES, INC.; 17-cv-00939-WHA</div> <div>9 OTTOMOTTO, LLC; OTTO</div> <div>10 TRUCKING LLC,</div> <div>11 Defendants.</div> <div>12 _____</div> <div>13</div> <div>14</div> <div>15</div> <div>16 VIDEOTAPED DEPOSITION OF TRAVIS KALANICK,</div> <div>17 taken on behalf of the Plaintiffs, at Orrick,</div> <div>18 Herrington &amp; Sutcliffe LLP, 405 Howard Street,</div> <div>19 San Francisco, California, commencing at 8:18 a.m.,</div> <div>20 Thursday, July 27, 2017 before Rebecca L. Romano,</div> <div>21 Certified Shorthand Reporter No. 12546</div> <div>22</div> <div>23</div> <div>24</div> <div>25</div> <div>Page 2</div>	<div>1 APPEARANCES OF COUNSEL (cont'd)</div> <div>2</div> <div>3 For the Defendants - Uber Technologies, Inc. and</div> <div>4 Ottomotto:</div> <div>5 BOIES SCHILLER FLEXNER</div> <div>6 BY: KAREN LEAH DUNN</div> <div>7 BY: MICHAEL BRILLE</div> <div>8 BY: MARTHA L. GOODMAN</div> <div>9 Attorneys at Law</div> <div>10 1401 New York Avenue NW</div> <div>11 Washington, DC 20005</div> <div>12 (202)237-2727</div> <div>13 kdunn@bsflp.com</div> <div>14 mbrille@bsflp.com</div> <div>15 mgoodman@bsflp.com</div> <div>16</div> <div>17 For the Defendant - Otto Trucking LLC:</div> <div>18 GOODWIN PROCTER LLP</div> <div>19 BY: I. NEEL CHATTERJEE</div> <div>20 Attorney at Law</div> <div>21 135 Commonwealth Drive</div> <div>22 Menlo Park, California 94025</div> <div>23 (650) 752-3256</div> <div>24 nchatterjee@goodwinlaw.com</div> <div>25</div> <div>Page 4</div>
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3	DESCRIPTION			3	Quinn Emanuel, Waymo.		
4	Exhibit 389 Email 9/20/2016, Subject:	306		4	MS. GOODMAN: Martha Goodman,		
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6	UBER00076770;			6	Ottomotto.		
7				7	MR. BERGSTROM: Aaron Bergstrom, in-house		
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11				11	MS. HAAG: Melinda Haag,		
12				12	Orrick Herrington & Sutcliffe, on behalf of		
13				13	Mr. Kalanick.		
14				14	MS. DUNN: Karen Dunn, from		
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16				16	Ottomotto.		
17				17	MS. VU: Hong-An Vu of Goodwin Procter,		
18				18	on behalf of Otto Trucking.		
19				19	MR. CHATTERJEE: Neel Chatterjee of		
20				20	Goodwin Procter, on behalf of Otto Trucking.	08:19:44	
21				21	THE VIDEOGRAPHER: Thank you.		
22				22	The witness will be sworn in and counsel		
23				23	may begin the examination.		
24				24	THE REPORTER: If you could raise your		
25				25	right hand for me, please.	08:20:06	
			Page 10				Page 12
1	San Francisco, California; Thursday, July 27, 2017			1	THE DEPONENT: (Complies.)	08:20:06	
2	8:18 a.m.			2	THE REPORTER: You do solemnly state,		
3	---o0o---			3	under penalty of perjury, that the testimony you		
4				4	are about to give in this deposition shall be the		
5	THE VIDEOGRAPHER: Good morning. We are	08:18:16		5	truth, the whole truth, and nothing but the truth?	08:20:06	
6	on the record at 8:18 a.m. on July 27th, 2017.			6	THE DEPONENT: I do.		
7	This is the video-recorded deposition of			7			
8	Travis Kalanick. My name is Jeffree Anderson, here			8			
9	with our court reporter, Rebecca Romano.			9			
10	We are here from Veritext Legal Solutions	08:18:31		10		08:20:06	
11	at the request of counsel for the plaintiff.			11			
12	This deposition is being held at			12			
13	405 Howard Street in San Francisco, California.			13			
14	The caption of this case is Waymo, LLC,			14			
15	versus Uber Technologies. Case number is 17-00939.	08:18:44		15		08:20:06	
16	Please note that audio and video			16			
17	recording will take place unless all parties agree			17			
18	to go off the record. Microphones are sensitive			18			
19	and may pick up whispers, private conversations,			19			
20	and cellular interference. And please be aware of	08:18:53		20		08:20:06	
21	that.			21			
22	Please state your name and the firm you			22			
23	represent, beginning with the noticing attorney.			23			
24	MR. VERHOEVEN: Charles Verhoeven,			24			
25	Quinn Emanuel, representing Waymo.	08:19:10		25	////	09:37:59	
			Page 11				Page 13

<p>1 TRAVIS KALANICK, 09:37:59</p> <p>2 having been administered an oath, was examined and</p> <p>3 testified as follows:</p> <p>4</p> <p>5 EXAMINATION 09:37:59</p> <p>6 BY MR. VERHOEVEN:</p> <p>7 Q. Good morning, Mr. Kalanick.</p> <p>8 A. Good morning.</p> <p>9 Q. Do you know when Waymo filed the</p> <p>10 complaint in this action? 08:20:13</p> <p>11 A. I think that is sometime in February.</p> <p>12 Q. Do you know what day?</p> <p>13 A. I do not know.</p> <p>14 Q. Do you know when Anthony Levandowski</p> <p>15 first asserted the Fifth Amendment in the Waymo 08:20:28</p> <p>16 litigation?</p> <p>17 A. Sometime in March.</p> <p>18 Q. Do you know which day?</p> <p>19 A. I do not know.</p> <p>20 Q. And how did you find out about that? 08:20:41</p> <p>21 A. I found out there were sort of a couple</p> <p>22 meetings. They were with attorneys.</p> <p>23 Q. Did you ever talk with</p> <p>24 Anthony Levandowski about whether he took Google</p> <p>25 documents or Waymo documents? 08:21:06</p> <p style="text-align: right;">Page 14</p>	<p>1 A. Yeah. There were -- I know we had our 08:22:34</p> <p>2 head of litigation in the room.</p> <p>3 Q. And who do you mean by that?</p> <p>4 A. Angela Padilla.</p> <p>5 Q. Anyone else? 08:22:44</p> <p>6 A. I mean, certainly the leaders of ATG were</p> <p>7 there.</p> <p>8 Q. Anyone else that you remember?</p> <p>9 A. Not that I remember. But that doesn't</p> <p>10 mean they weren't there. I just -- I don't 08:23:00</p> <p>11 remember.</p> <p>12 Probably came in a few minutes late, so I</p> <p>13 was --</p> <p>14 Q. Okay.</p> <p>15 A. -- rushing in to the meeting. 08:23:07</p> <p>16 Q. And you spoke directly with</p> <p>17 Mr. Levandowski?</p> <p>18 A. He was speaking to the whole -- to the</p> <p>19 whole company -- or to the whole group.</p> <p>20 Q. After the complaint was filed, did you 08:23:16</p> <p>21 personally reach out to Mr. Levandowski and say,</p> <p>22 What's going on here?</p> <p>23 MS. DUNN: Objection to form.</p> <p>24 THE DEPONENT: I don't have a specific</p> <p>25 recollection about a specific conversation, but I 08:23:28</p> <p style="text-align: right;">Page 16</p>
<p>1 A. Yes. 08:21:08</p> <p>2 Q. When was the first time you had such a</p> <p>3 conversation?</p> <p>4 A. It was upon the complaint. The -- the</p> <p>5 all-hands the day after the complaint, he 08:21:20</p> <p>6 discussed -- he discussed working from home and</p> <p>7 downloading files in that regard.</p> <p>8 Q. So the complaint was filed, and then</p> <p>9 there was an all-hands meeting?</p> <p>10 A. Yeah. Correct. 08:21:55</p> <p>11 Q. Were you involved in setting up the</p> <p>12 all-hands meeting?</p> <p>13 A. No, I wasn't.</p> <p>14 Q. Did you -- you need to speak up a little</p> <p>15 bit. 08:22:01</p> <p>16 A. Sorry. No, I wasn't. I apologize.</p> <p>17 Q. Who -- who set the meeting?</p> <p>18 A. I don't know.</p> <p>19 Q. Did you attend the meeting?</p> <p>20 A. I did. 08:22:07</p> <p>21 Q. All right. Who was at the meeting?</p> <p>22 A. I think it was all of the San Francisco</p> <p>23 and Pittsburgh ATG employees. At the time I think</p> <p>24 we called it ATC.</p> <p>25 Q. Anyone else from management? 08:22:30</p> <p style="text-align: right;">Page 15</p>	<p>1 do -- I do feel like some kind of interaction 08:23:33</p> <p>2 happened post the complaint.</p> <p>3 Q. (By Mr. Verhoeven) Why do you feel like</p> <p>4 that?</p> <p>5 A. I don't know. It's just like a vague 08:23:43</p> <p>6 sort of understanding, like a vague feeling.</p> <p>7 Q. Do you remember learning that the</p> <p>8 complaint was filed?</p> <p>9 A. Yes.</p> <p>10 Q. Before that time, had you known anything 08:23:53</p> <p>11 about Mr. Levandowski downloading Google</p> <p>12 documents --</p> <p>13 A. No.</p> <p>14 Q. -- and taking them with him?</p> <p>15 MS. DUNN: Objection to form. 08:24:03</p> <p>16 THE DEPONENT: No.</p> <p>17 Q. (By Mr. Verhoeven) So you were surprised</p> <p>18 then when you read the complaint?</p> <p>19 A. I haven't read the complaint.</p> <p>20 Q. You've never read the complaint? 08:24:10</p> <p>21 A. No.</p> <p>22 Q. How did you find out about the</p> <p>23 allegations in the complaint?</p> <p>24 A. John Quinn called me upon -- I don't know</p> <p>25 if it was when he -- when the -- when it was filed, 08:24:19</p> <p style="text-align: right;">Page 17</p>

<p>1 but it was right around the time it was filed. 08:24:22</p> <p>2 Q. And what did you do next?</p> <p>3 A. I went to my next meeting.</p> <p>4 Q. So did you do anything with -- next with</p> <p>5 respect to the allegations of the complaint? 08:24:31</p> <p>6 A. I mean, we had an all-hands the next day.</p> <p>7 Q. So you didn't reach out to</p> <p>8 Mr. Levandowski before he spoke to the whole group?</p> <p>9 MS. DUNN: Objection to form.</p> <p>10 THE DEPONENT: I may have. I don't 08:24:44</p> <p>11 remember specifically.</p> <p>12 Q. (By Mr. Verhoeven) Well, do you remember</p> <p>13 having the -- withdrawn.</p> <p>14 Do you remember the substance of the</p> <p>15 first conversation you personally had with him 08:24:52</p> <p>16 after the filing of the complaint relating to this</p> <p>17 allegation of the download of Google documents?</p> <p>18 A. The first substantive conversation that I</p> <p>19 recall was at the all-hands.</p> <p>20 Q. Okay. What happened at the all-hands on 08:25:07</p> <p>21 this subject -- well, just generally, what happened</p> <p>22 at the all-hands?</p> <p>23 A. We got -- we sort of -- we were -- we</p> <p>24 wanted to talk about the technology that we built</p> <p>25 and that we had built it from the ground up. 08:25:24</p> <p style="text-align: right;">Page 18</p>	<p>1 just -- I don't remember. 08:26:54</p> <p>2 You know, the -- I had my -- my meetings.</p> <p>3 My days are just scheduled sort of -- they're very</p> <p>4 full. They start early in the morning and they go</p> <p>5 sometimes till 11:00 p.m. or midnight. And 08:27:04</p> <p>6 sometimes it could be, you know, just I talked to</p> <p>7 somebody in the minutes between meetings.</p> <p>8 Sometimes the meetings just keep rolling.</p> <p>9 Sometimes they go long.</p> <p>10 Q. But you -- you saw him and you interacted 08:27:16</p> <p>11 with him at this all-hands meeting, correct?</p> <p>12 A. Correct. Yes.</p> <p>13 Q. Did you ask him, What's the deal with</p> <p>14 these allegations about downloading documents?</p> <p>15 A. I don't remember specifically saying 08:27:27</p> <p>16 that, but that feels, of course, like something</p> <p>17 that I would want to know.</p> <p>18 Q. What did you -- what do you remember</p> <p>19 saying?</p> <p>20 A. I -- I don't remember that -- like that 08:27:34</p> <p>21 kind of interaction specifically. But he certainly</p> <p>22 explained himself during that -- during that</p> <p>23 meeting.</p> <p>24 Q. Wouldn't you expect that you would ask</p> <p>25 him that question personally? 08:27:51</p> <p style="text-align: right;">Page 20</p>
<p>1 We wanted to give the employees the 08:25:27</p> <p>2 confidence that we had that the technology was</p> <p>3 built from the ground up.</p> <p>4 Q. Was the meeting called in connection with</p> <p>5 the filing of the lawsuit? 08:25:36</p> <p>6 A. Yes.</p> <p>7 Q. Okay. And who spoke on that subject?</p> <p>8 A. So I spoke for part of it. Anthony spoke</p> <p>9 for part of it. A large portion of the speaking</p> <p>10 time was taken by James Haslam, who was the head of 08:26:00</p> <p>11 the laser effort at ATG.</p> <p>12 Angela spoke. And, I mean, other people</p> <p>13 may have, but I don't remember.</p> <p>14 Q. Did you have a discussion with</p> <p>15 Mr. Levandowski before the meeting started to 08:26:25</p> <p>16 discuss what he was going to speak about and what</p> <p>17 you were going to speak about?</p> <p>18 A. I don't recall specific discussion, but I</p> <p>19 may have.</p> <p>20 Q. Would you expect that you would have? 08:26:37</p> <p>21 A. I -- I certainly would have liked to.</p> <p>22 Q. Do you have any reason to believe you did</p> <p>23 not?</p> <p>24 A. I just don't remember specific</p> <p>25 discussion. Doesn't mean I didn't have it, I 08:26:51</p> <p style="text-align: right;">Page 19</p>	<p>1 MS. DUNN: Objection to form. 08:27:54</p> <p>2 THE DEPONENT: Generally, yeah. I mean,</p> <p>3 general- --</p> <p>4 Q. (By Mr. Verhoeven) You don't remember</p> <p>5 it? 08:27:59</p> <p>6 A. Don't remember specifically.</p> <p>7 Q. What did Mr. Levandowski say at the</p> <p>8 meeting?</p> <p>9 A. He said that he worked from home and that</p> <p>10 he downloaded files when he worked from home -- 08:28:09</p> <p>11 when he worked from home.</p> <p>12 Q. Anything else?</p> <p>13 A. There may have been other things. That</p> <p>14 was certainly something I remember from his -- from</p> <p>15 his comments. 08:28:26</p> <p>16 Q. Do you remember anything else though?</p> <p>17 A. I mean, I remember James showing the</p> <p>18 laser that he built.</p> <p>19 Q. No. I mean -- I'm sorry. I apologize.</p> <p>20 I meant with respect to what Mr. Levandowski said. 08:28:36</p> <p>21 A. I don't remember anything else, no.</p> <p>22 Q. Okay. Did he specify in any more detail</p> <p>23 than just saying he downloaded files?</p> <p>24 A. I don't think so.</p> <p>25 Q. Did you have a discussion with him during 08:28:50</p> <p style="text-align: right;">Page 21</p>

<p>1 or after the meeting about his admission that he 08:28:53 2 downloaded files? 3 MS. DUNN: Objection to form. 4 THE DEPONENT: I don't remember a 5 specific discussion, but I do -- I do remember like 08:28:58 6 hearing that, Did any files get to Uber? And doing 7 everything we can to make sure they didn't. 8 Q. (By Mr. Verhoeven) Were you aware prior 9 to the meeting that Mr. Levandowski had Google 10 files that he'd taken with him? 08:29:19 11 MS. DUNN: Objection to form. 12 THE DEPONENT: We had -- we had -- there 13 was a discussion during -- during the deal phase in 14 the March time frame -- this is 2016 -- where he 15 had -- where he had told a group of people, and I 08:29:41 16 was in that meeting, that he had some discs and 17 some content from his previous employer. 18 Q. (By Mr. Verhoeven) What did he -- 19 A. Backup discs, or something like that. 20 Q. Did he say "backup discs"? 08:29:59 21 A. I think so. 22 Q. And what did he say about what was on 23 those discs? 24 A. He didn't. 25 Q. Did he -- did he indicate that those 08:30:08 Page 22</p>	<p>1 meeting? 08:31:28 2 A. Cameron. I am trying to think who else. 3 Nina. Anthony was there. I was there. 4 There may have been others. I don't -- I 5 don't remember. 08:31:47 6 Q. This was an in-person meeting? 7 A. Yeah. 8 Q. Where was it? 9 A. It was at Uber HQ, 1455 Market Street. 10 Q. Why would Mr. Levandowski tell you at 08:32:03 11 this meeting that he had had five discs of Google 12 files? 13 MS. DUNN: Objection to form. 14 THE DEPONENT: I don't know why he told 15 us. But it's important when you do a deal that 08:32:15 16 people sort of disclose if there's any -- any 17 things that need to be discussed before a deal is 18 consummated. 19 Q. (By Mr. Verhoeven) Were there some 20 circumstances that made it appropriate at this 08:32:30 21 meeting for him to disclose that, that you're aware 22 of? 23 A. I don't remember. I don't remember 24 anything specific. 25 Q. What was the purpose of the meeting? 08:32:38 Page 24</p>
<p>1 discs contained Google files? 08:30:10 2 A. He indicated that they had some kind of 3 content from his previous employer. 4 Q. Okay. He didn't say they have some kind 5 of content, did he? 08:30:20 6 A. I don't know what his specific words 7 were. 8 Q. Okay. And did you say anything in 9 response to that? 10 A. I did. 08:30:30 11 Q. What did you say? 12 A. I said that he -- we -- that we, as a 13 whole, need to make sure that that content does not 14 make it to Uber, and that he needs to talk to 15 attorneys to figure out how to make sure that's 08:30:43 16 done properly. 17 Q. But you don't remember at this meeting 18 asking him what is it that's on the files? 19 A. No. 20 Q. You don't remember asking him about any 08:31:11 21 of the circumstances surrounding the files? 22 A. No, I do not. I just wanted to make sure 23 that files from his previous employer or anywhere 24 else were not making it to Uber. 25 Q. Did anyone -- who else was at the 08:31:27 Page 23</p>	<p>1 A. You know, I think as we get closer to 08:32:45 2 deals, we have to have discussions about, Okay, 3 what are the things we need to do to get a deal 4 done? 5 I don't -- I don't know the specific 08:32:53 6 purpose though. 7 Q. You don't remember? 8 A. No. 9 Q. Going back to the all-hands meeting -- 10 A. Yeah. 08:33:05 11 Q. -- you don't remember having a discussion 12 with Mr. Levandowski after he made his 13 presentation? 14 A. I mean, I've had many discussions with 15 Levandowski like over the years. 08:33:19 16 Q. I meant -- I meant -- let me -- 17 A. Yeah. 18 Q. I'm sorry. The question was vague. 19 A. Yeah. 20 Q. You don't remember any conversation 08:33:26 21 during the meeting, after he made the presentation, 22 with Mr. Levandowski? 23 A. Well, the meeting was -- I mean, the 24 meeting wasn't a discussion between him and me. 25 The meeting was us sort of speaking to the company. 08:33:38 Page 25</p>



<p>1 Q. And after it broke up, did you go up and 08:33:44</p> <p>2 talk to him?</p> <p>3 A. I don't think so.</p> <p>4 Q. Why not?</p> <p>5 A. I got a full day. I mean, I should 08:33:52</p> <p>6 probably look at my calendar and see what the</p> <p>7 schedule was.</p> <p>8 Q. So you maintain a calendar?</p> <p>9 A. Yeah, of course.</p> <p>10 Q. How is that maintained? 08:34:03</p> <p>11 A. My assistant maintains it.</p> <p>12 Q. And the name of your assistant, please?</p> <p>13 A. Tyler Blum.</p> <p>14 Q. And is it stored in a file somewhere? Is</p> <p>15 it in a program? 08:34:15</p> <p>16 A. It's on Google servers.</p> <p>17 Q. Is there an application that she uses?</p> <p>18 A. Tyler is a guy.</p> <p>19 Q. I'm sorry.</p> <p>20 A. That's okay. 08:34:26</p> <p>21 Q. Is there a application that Mr. Bloom</p> <p>22 uses?</p> <p>23 A. Blum.</p> <p>24 Q. Blum?</p> <p>25 A. Yeah. 08:34:33</p> <p style="text-align: right;">Page 26</p>	<p>1 He built this thing with his own blood, 08:36:10</p> <p>2 sweat, and tears. And be accused of -- of doing</p> <p>3 that, of -- of taking something, he...</p> <p>4 Q. Are you finished with your answer?</p> <p>5 A. Well, I was in the middle of my answer. 08:36:34</p> <p>6 Q. I'm listening.</p> <p>7 A. Well, okay. To be accused of doing</p> <p>8 something that he didn't do when he put in his</p> <p>9 own -- his own mind, his own effort to make</p> <p>10 something he was proud of was -- was an emotional 08:36:49</p> <p>11 thing for him, and I think for a lot of people.</p> <p>12 Q. So are you just saying what you believe</p> <p>13 he -- he was thinking, or are you talking about</p> <p>14 something he said?</p> <p>15 A. I'm talking about how a large group of 08:37:01</p> <p>16 people felt --</p> <p>17 Q. Okay.</p> <p>18 A. -- post that complaint.</p> <p>19 Q. Do you remember what Mr. Haslam said at</p> <p>20 the meeting? 08:37:12</p> <p>21 A. Yeah. He talked about the laser that he</p> <p>22 built and how he built it, how his team built it.</p> <p>23 You know, he talked about the different components</p> <p>24 and things you would only know if you built it.</p> <p>25 And, of course, he never worked at Google. 08:37:26</p> <p style="text-align: right;">Page 28</p>
<p>1 It's called -- it's called 08:34:32</p> <p>2 Google Calendar. I'm sure your client would be</p> <p>3 happy about that.</p> <p>4 Q. What did you say at this all-hands</p> <p>5 meeting? 08:35:02</p> <p>6 A. I spoke about how it has always been</p> <p>7 important for us to build technology from the</p> <p>8 ground up, that Uber, we're innovators at Uber. At</p> <p>9 Uber, we're leaders.</p> <p>10 And we made sure during the deal process, 08:35:17</p> <p>11 as well as subsequent -- you know, following that,</p> <p>12 that the technology we made was ours.</p> <p>13 And this is really about -- you know,</p> <p>14 we've got literally, at this point, hundreds, if</p> <p>15 not close to 1,000 at the point -- at that point, 08:35:35</p> <p>16 hundreds of people who built this technology</p> <p>17 themselves with their own hands, with their own</p> <p>18 minds. And we're being accused of not having done</p> <p>19 so.</p> <p>20 And for them it was an emotional thing. 08:35:49</p> <p>21 Right. So James Haslam, the guy who</p> <p>22 built our laser team and built the laser which we</p> <p>23 have been -- you know, we have been trying to get</p> <p>24 to market, he didn't work at Google. He didn't see</p> <p>25 any files. 08:36:08</p> <p style="text-align: right;">Page 27</p>	<p>1 Q. Did he -- what else did he say when he 08:37:30</p> <p>2 spoke at the meeting?</p> <p>3 A. I think that was the majority of it.</p> <p>4 Q. Do you remember anything else that</p> <p>5 Mr. Haslam said when he spoke at the meeting? 08:37:40</p> <p>6 A. I do not.</p> <p>7 Q. What about Ms. Padilla?</p> <p>8 A. Ms. Padilla, she spoke about our</p> <p>9 confidence that we had built this technology from</p> <p>10 the ground up, and spoke about, sort of at a high 08:38:01</p> <p>11 level, sort of the kind of processes we go through</p> <p>12 to make sure that the technology we build is -- is</p> <p>13 ours.</p> <p>14 Q. And what processes did she talk about?</p> <p>15 A. She didn't go into the process -- any 08:38:21</p> <p>16 processes in detail, but, you know, just our</p> <p>17 values, you know, and the things we do, just at a</p> <p>18 high level, to make sure that we built things the</p> <p>19 right way.</p> <p>20 Q. And what things did -- did that -- that 08:38:37</p> <p>21 Uber does --</p> <p>22 A. Yeah.</p> <p>23 Q. -- did she mention?</p> <p>24 A. I don't remember specifically what those</p> <p>25 were that she mentioned. 08:38:45</p> <p style="text-align: right;">Page 29</p>

<p>1 Q. Do you remember any process to ensure 08:38:47 2 that Google didn't use other people's proprietary 3 information that she mentioned during the meeting 4 when she spoke? 5 MS. DUNN: Objection to form. 08:39:00 6 MR. CHATTERJEE: Join. 7 MS. DUNN: And Charlie, you might want to 8 rephrase the question. 9 MR. VERHOEVEN: Okay. I did misspeak. I 10 apologize. 08:39:08 11 THE DEPONENT: I am not familiar with 12 Google's processes. 13 Q. (By Mr. Verhoeven) Yes, I meant to say 14 Uber. 15 A. That's okay. Can you say the question 08:39:14 16 again. 17 Q. Yes, I will. 18 Do you remember any process to ensure 19 that Uber didn't use other people's proprietary 20 information that she mentioned during the meeting 08:39:22 21 when you spoke? 22 A. Yeah. I don't -- I don't think she 23 mentioned specific processes, but she did talk 24 about our confidence that we were going to win the 25 case. 08:39:34</p> <p style="text-align: right;">Page 30</p>	<p>1 A. Yes, I think so. 08:40:24 2 Q. Okay. What do you remember about that? 3 A. Well, I remember Anthony's answer. 4 Q. Do you remember -- okay. 5 What was Anthony's answer? 08:40:33 6 A. Anthony's answer was that he downloaded 7 files when he worked from home. 8 Q. The same thing you remembered him saying 9 before? 10 A. Correct. Yes. 08:40:41 11 Q. Do you remember anything else about what 12 he said in his answer? 13 A. I do not. 14 Q. Okay. 15 A. I think it was -- it was -- I remember it 08:40:48 16 being a short answer. 17 Q. Were you surprised by that answer? 18 A. I was not, no. 19 Q. Why not? 20 A. I don't know. I -- I feel like -- I 08:40:58 21 think there's a couple things. One is I kind of 22 felt like -- like I'm not sure if it's post 23 complaint but before the all-hands that we had had 24 some kind of discussion about it, I can't remember, 25 or just simply so much confidence that we had done 08:41:12</p> <p style="text-align: right;">Page 32</p>
<p>1 Q. What did she say about that? 08:39:35 2 A. She said we're going to win. 3 Q. Anything else? 4 A. She may have, but I do remember that 5 part. 08:39:42 6 Q. Do you remember anything else? 7 A. Not specifically. 8 Q. Generally, that she said? 9 A. I think -- I think I have spoken to that. 10 Q. So you've told me everything you 08:39:52 11 generally remember? 12 A. Yeah. 13 Q. Okay. 14 A. Yeah. 15 Q. Did anyone ask any questions at the 08:40:03 16 all-hands meeting? 17 A. Yes. 18 Q. Who asked questions? 19 A. I don't know. 20 Q. Do you remember any of the questions 08:40:12 21 generally? 22 A. No. 23 Q. Did anyone ask about whether the 24 allegations in the complaint about downloading 25 documents were true? 08:40:23</p> <p style="text-align: right;">Page 31</p>	<p>1 the right thing and that we built this from the 08:41:16 2 ground up, that it sounded like a normal answer. 3 Q. So it wasn't surprising to you that he 4 downloaded -- he had downloaded Google/Waymo 5 documents in his possession? 08:41:30 6 MS. DUNN: Objection to form. 7 THE DEPONENT: I think it was -- if 8 indeed that's what happened, that's certainly 9 unfortunate. I was not happy about that. 10 Q. (By Mr. Verhoeven) Do you remember not 08:41:40 11 being happy? 12 A. Yeah. Certainly, over time I became more 13 and more unhappy about it, but yes. 14 Q. Did you -- I think you mentioned, but 15 correct me if I'm wrong, that when you spoke -- 08:42:02 16 A. Yeah. 17 Q. -- at the meeting, you talked about steps 18 that were taken during the process of the 19 acquisition that ensured that no information made 20 it to Uber? 08:42:15 21 A. I mean, I didn't get into steps, but I 22 talked about our confidence, the confidence I had 23 in the team that did the deal, and generally the 24 team that built processes to make sure that content 25 from anybody's previous employer, and certainly 08:42:33</p> <p style="text-align: right;">Page 33</p>

<p>1 Google in this particular transaction, didn't make 08:42:36</p> <p>2 it to Uber.</p> <p>3 Q. And what team were you referring to?</p> <p>4 A. You know, the deal team. So this would</p> <p>5 be like Cameron on bus dev and corp dev; Salle Yoo, 08:42:44</p> <p>6 our general counsel, and her team, you know; and</p> <p>7 various other folks that were involved.</p> <p>8 Q. I assume -- well, let me ask you. Was</p> <p>9 there any transcript or video of the all-hands</p> <p>10 meeting? 08:43:04</p> <p>11 A. I don't know.</p> <p>12 Q. Before the complaint was filed -- let me</p> <p>13 back up. I'm now scoping out again --</p> <p>14 A. Yeah.</p> <p>15 Q. -- and ask you general questions. 08:43:18</p> <p>16 A. Yeah, yeah.</p> <p>17 Q. You've already testified that you recall</p> <p>18 a conversation before the complaint was filed in</p> <p>19 which Mr. Levandowski referred to these discs.</p> <p>20 A. Yeah. 08:43:32</p> <p>21 Q. Okay.</p> <p>22 A. Some sort of backup discs or something,</p> <p>23 yeah.</p> <p>24 Q. Other than that conversation, do you</p> <p>25 recall any conversation that you had with 08:43:38</p> <p style="text-align: right;">Page 34</p>	<p>1 deal. 08:44:48</p> <p>2 Q. So can you give me a time frame?</p> <p>3 A. Sorry. Let's call it March/April of</p> <p>4 2016, in that time period.</p> <p>5 Q. You had a conversation concerning whether 08:45:02</p> <p>6 or not Mr. Levandowski downloaded Google/Waymo</p> <p>7 documents, correct?</p> <p>8 MS. DUNN: Objection to form.</p> <p>9 THE DEPONENT: Can you restate the</p> <p>10 question. 08:45:13</p> <p>11 MS. DUNN: Also --</p> <p>12 MR. VERHOEVEN: I can read it back.</p> <p>13 MS. DUNN: The only conversations that</p> <p>14 we've talked about are conversations with</p> <p>15 attorneys. And the witness has been instructed not 08:45:19</p> <p>16 to answer.</p> <p>17 Q. (By Mr. Verhoeven) You had conversations</p> <p>18 during this time frame that concern the subject</p> <p>19 matter of Mr. Levandowski and whether or not he</p> <p>20 took Google or Waymo documents, correct? 08:45:36</p> <p>21 MS. DUNN: Objection. Same basis.</p> <p>22 The witness is instructed not to answer.</p> <p>23 He has already told you that the only conversation</p> <p>24 he has had and you have asked about are with</p> <p>25 counsel. 08:45:50</p> <p style="text-align: right;">Page 36</p>
<p>1 Mr. Levandowski about whether or not he had Google 08:43:40</p> <p>2 or Waymo files before the filing of the complaint?</p> <p>3 A. No.</p> <p>4 Q. Do you -- do you recall any conversation</p> <p>5 that you had with anybody about whether 08:43:53</p> <p>6 Mr. Levandowski took Google or Waymo files prior to</p> <p>7 the filing of the complaint?</p> <p>8 A. No. I mean, outside -- sorry. Excuse</p> <p>9 me. Outside of discussions -- a couple of</p> <p>10 discussions with attorneys as we were going through 08:44:12</p> <p>11 a diligence process.</p> <p>12 Q. Okay. So there was a couple of</p> <p>13 discussions with attorneys that covered that</p> <p>14 subject?</p> <p>15 A. Yeah. 08:44:20</p> <p>16 Q. Okay. What do you remember?</p> <p>17 MS. DUNN: Objection.</p> <p>18 I'm going to instruct the witness not to</p> <p>19 answer about conversations that he had with</p> <p>20 attorneys. 08:44:28</p> <p>21 Q. (By Mr. Verhoeven) Do you remember when?</p> <p>22 A. It was leading up to the deal -- leading</p> <p>23 up to the closing of the deal, yeah.</p> <p>24 Q. So August 2016?</p> <p>25 A. Sorry. Leading up to the signing of the 08:44:45</p> <p style="text-align: right;">Page 35</p>	<p>1 MR. VERHOEVEN: Yes. But he's also 08:45:53</p> <p>2 testified that he had conversations on that</p> <p>3 subject. I'm simply confirming that.</p> <p>4 MS. DUNN: Well, if you believe he's</p> <p>5 testified to it, you don't need to confirm it. 08:45:59</p> <p>6 The witness is instructed not to answer.</p> <p>7 Q. (By Mr. Verhoeven) Who was at the -- how</p> <p>8 many meetings do you recall in March or April?</p> <p>9 MS. DUNN: Objection to form.</p> <p>10 MR. CHATTERJEE: Join. 08:46:09</p> <p>11 THE DEPONENT: I don't know. Two or</p> <p>12 three. I can't say for sure, but that feels about</p> <p>13 right.</p> <p>14 Q. (By Mr. Verhoeven) And why did you have</p> <p>15 these meetings? 08:46:22</p> <p>16 MS. DUNN: Objection. Same basis.</p> <p>17 And I'm happy to stop this deposition if</p> <p>18 we're going to continue to have questions that just</p> <p>19 get to privileged communications.</p> <p>20 Q. (By Mr. Verhoeven) Is there anything -- 08:46:32</p> <p>21 MR. VERHOEVEN: He's allowed to testify</p> <p>22 about nonprivileged aspects of my questions,</p> <p>23 Counsel.</p> <p>24 MS. DUNN: That's not what you're asking</p> <p>25 about. 08:46:38</p> <p style="text-align: right;">Page 37</p>

<p>1 Q. (By Mr. Verhoeven) Did you have this 08:46:40 2 meeting because attorneys required you or asked you 3 to? 4 MS. DUNN: Objection. Same basis. 5 You're instructed not to answer. 08:46:46 6 Q. (By Mr. Verhoeven) What was the purpose 7 of the meeting? 8 MS. DUNN: Objection. Same basis. 9 MR. VERHOEVEN: I'm making my record, 10 Counsel. 08:46:56 11 MS. DUNN: Well, you -- you made your 12 record. 13 MR. VERHOEVEN: No. I have to make my 14 record so that when I go and move to compel later, 15 I have a basis. And I can say -- demonstrate to 08:47:02 16 the Court the specific questions that you 17 instructed on. 18 So I'm going to ask the questions. 19 MS. DUNN: Charlie, as you know, if you 20 continue to ask the same questions about the same 08:47:15 21 privileged information, that's improper. 22 Q. (By Mr. Verhoeven) Who was at the first 23 of these meetings? 24 A. So what I can do is I can speak to the 25 meeting I had that didn't have attorneys. 08:47:27 Page 38</p>	<p>1 A. I don't remember specifically. 08:48:44 2 Q. Was anything else discussed at the 3 meeting? 4 A. I think so, yes. 5 Q. Can you tell me what you remember. 08:48:50 6 A. I don't remember much of it. 7 Q. Do you remember anything, though? 8 A. Not really. 9 Q. Okay. So the answer is no? 10 A. The answer is not really. 08:49:02 11 Q. But you don't remember -- you can't 12 identify for me anything else that occurred in the 13 meeting, correct? 14 MS. DUNN: Objection to form. 15 THE DEPONENT: I'm trying to think if 08:49:13 16 there's anything. I mean, other than generally 17 just talking about the deal and getting the deal to 18 closure, I -- I don't have more specifics on that. 19 Q. (By Mr. Verhoeven) Okay. Did you have 20 another meeting during the March/April time frame 08:49:36 21 on the subject of Levandowski and Google or Waymo 22 documents? 23 A. I had at least a couple meetings with my 24 general counsel about diligence, generally. 25 Q. Was the subject of Google documents 08:50:03 Page 40</p>
<p>1 Q. Okay. 08:47:29 2 A. So -- 3 Q. Which meeting was that? 4 A. That was the meeting that had Cameron and 5 Nina and Anthony, and possibly others, I just can't 08:47:37 6 remember. And this is the meeting we spoke to 7 earlier -- that I spoke to earlier. 8 Q. Okay. So this is the meeting about the 9 five discs or that -- in which the five discs came 10 up? 08:47:54 11 A. Well, I -- I'm not sure how many discs, 12 but it was something like that, yes. 13 Q. Okay. And why were you having that 14 meeting? 15 A. Okay. We were having that meeting 08:48:06 16 because -- well, I don't remember the exact, like, 17 calendar request or purpose, but we were getting 18 through a deal process and we wanted to sort of get 19 to the -- see if we can get to closure on the deal. 20 Q. Did someone at the meeting ask 08:48:28 21 Mr. Levandowski whether or not he had any Google 22 documents? 23 A. I don't remember that. 24 Q. Do you remember whether he volunteered it 25 or whether it was in response to a question? 08:48:38 Page 39</p>	<p>1 discussed during those meetings? 08:50:06 2 MS. DUNN: Objection. The content of 3 those meetings would be privileged. 4 You're instructed not to answer. 5 Q. (By Mr. Verhoeven) And when you say 08:50:17 6 "general counsel," who was that at the time? 7 A. Salle Yoo. 8 Q. Was the subject of diligence concerning 9 Mr. Levandowski discussed at this meeting? 10 MS. DUNN: Objection. Content of the 08:50:38 11 meeting and discussions is privileged. 12 You're instructed not to answer. 13 Q. (By Mr. Verhoeven) There was a couple of 14 meetings, correct? 15 A. I remember -- I remember a couple. Like 08:50:49 16 it -- it's -- it feels like it was a couple. I 17 don't know for sure, but something like that. 18 Q. Who was at the first meeting? 19 A. I don't know. I know that our general 20 counsel was. I'm not sure if there were others 08:51:05 21 there or not. I can't remember. 22 Q. Do you remember if there were outside 23 counsel? 24 A. I can't remember. I don't think so. 25 Q. Was anyone from Morrison Foerster there? 08:51:15 Page 41</p>

1 A. I don't know. 08:51:22	1 other than the ones you've already testified about? 08:53:17
2 Q. Was anyone from O'Melveny Myers there?	2 MS. DUNN: Objection to form.
3 A. I don't know.	3 MR. CHATTERJEE: Join.
4 Q. Same questions for the second meeting.	4 THE DEPONENT: No.
5 Do you remember who was there? 08:51:30	5 Q. (By Mr. Verhoeven) After the -- we're 08:53:36
6 A. No, not specifically.	6 still way out. After the all-hands meeting --
7 Q. You do remember that general counsel	7 A. Yeah.
8 Salle Yoo was there?	8 Q. -- moving forward from that --
9 A. Yes.	9 A. Yeah.
10 Q. Was anyone else from Uber there? 08:51:39	10 Q. -- what was the next conversation, if 08:53:49
11 A. Possibly, but I just -- I just don't	11 any, that you had with Mr. Levandowski concerning
12 remember.	12 the subject of whether or not he took Google/Waymo
13 Q. Was anyone from Otto there?	13 documents?
14 A. I don't know. I don't think so.	14 A. I don't remember the next conversation
15 Q. Was Mr. Levandowski there? 08:51:51	15 specifically. But regarding this topic, I was 08:54:01
16 A. I don't think so.	16 pretty -- I was pretty serious with him about
17 Q. And that goes for the -- the first of	17 making sure that these files had not and will not
18 those two meetings, too?	18 make it to Uber.
19 A. Yeah.	19 Q. And can you explain what you mean by
20 Q. Did you learn that -- at either of these 08:52:09	20 "pretty serious about." 08:54:49
21 meetings, did you learn that Mr. Levandowski had	21 A. We believe in building things, and we
22 taken Google documents when he left?	22 believe in building things the right way. And I
23 MS. DUNN: Objection. Contents of the	23 wanted to make it absolutely clear that no files of
24 meeting would be privileged communications.	24 any kind from anybody's previous employer make it
25 The witness is instructed not to answer. 08:52:23	25 to Uber. And I have always made that very clear to 08:55:10
Page 42	Page 44
1 MR. VERHOEVEN: To just whether he 08:52:29	1 many people at the company. 08:55:13
2 learned it.	2 And when you hear of something like
3 MS. DUNN: What he learned at those	3 somebody downloading files, you say, Look, have --
4 meetings would be privileged.	4 has any of these files made it over to Uber?
5 MR. VERHOEVEN: Okay. I'm just 08:52:34	5 And you get through that question, and 08:55:28
6 clarifying --	6 then the next question or the next sort of
7 MS. DUNN: I understand.	7 statement or command is, You need to make sure that
8 MR. VERHOEVEN: -- you're instructing on	8 nothing of any kind that comes from any previous
9 that.	9 place makes it to this company, period.
10 MS. DUNN: I'm instructing on that. 08:52:40	10 Q. What did you say to Mr. Levandowski on 08:56:08
11 Q. (By Mr. Verhoeven) Going back out, any	11 that subject?
12 other conversations concerning Levandowski's taking	12 A. I made it very clear to him that we -- I
13 the Google documents, other than what you've	13 made it very -- well, the first question is, Did
14 already testified about --	14 anything make it to Uber?
15 A. Yeah. 08:52:53	15 And he made it very clear to me that 08:56:22
16 Q. -- prior to filing of the complaint, that	16 absolutely nothing that he downloaded made it to
17 you remember?	17 Uber in any way.
18 A. No.	18 And the second part is, I made it very
19 MS. DUNN: Objection to form.	19 clear to him how important it was to me that that
20 MR. CHATTERJEE: Join. 08:52:57	20 was the case and that we would look into 08:56:37
21 Q. (By Mr. Verhoeven) Okay. Prior to the	21 everything, every server, every person at the
22 filing of the complaint, are there any other	22 company, to make sure that that was true.
23 conversations that you've had with anyone that you	23 Q. Okay. So -- when -- when did this
24 can recall that concerned the subject matter of	24 conversation happen?
25 Mr. Levandowski taking Google or Waymo documents, 08:53:13	25 A. I don't remember -- I don't remember when 08:56:50
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<p>1 this specific conversation happened or like the 08:56:52</p> <p>2 exact date or time, but I know that that kind of</p> <p>3 conversation happened with him.</p> <p>4 Q. How do you know that?</p> <p>5 A. I just -- I just generally recollect that 08:57:07</p> <p>6 kind of conversation.</p> <p>7 Q. But you don't remember when it happened?</p> <p>8 A. No.</p> <p>9 Q. Do you remember what month it happened</p> <p>10 in? 08:57:18</p> <p>11 A. I mean, I can guess that it was pretty</p> <p>12 close to the all-hands meeting.</p> <p>13 Q. Was it after or before the all-hands</p> <p>14 meeting?</p> <p>15 A. I feel like that was after, but I don't 08:57:31</p> <p>16 know for sure. It may have been after the</p> <p>17 complaint and before the all-hands, but I -- I</p> <p>18 can't remember for sure.</p> <p>19 Q. Was it in February of 2017?</p> <p>20 A. I mean, whenever the complaint was and 08:57:50</p> <p>21 the all-hands, there was probably, I don't know,</p> <p>22 maybe 12 to 24 hours in between. It was either in</p> <p>23 that portion of time or in the hours following the</p> <p>24 all-hands meeting. And I don't know exactly --</p> <p>25 Q. Was the conversation in person? 08:58:00</p> <p style="text-align: right;">Page 46</p>	<p>1 Q. What did you say to him generally? 08:59:25</p> <p>2 A. I generally said -- well, the -- the</p> <p>3 first -- the first thing is, Did any of these files</p> <p>4 make it over to Uber?</p> <p>5 Q. Okay. So you asked him that question. 08:59:38</p> <p>6 A. Yes.</p> <p>7 Q. What did he say?</p> <p>8 A. He said, Absolutely not.</p> <p>9 Q. Did you ask him, Did you take Google</p> <p>10 files with you? 08:59:48</p> <p>11 A. I did not ask him.</p> <p>12 Q. Why not?</p> <p>13 A. I -- I don't know. I just didn't.</p> <p>14 Q. Wouldn't that be important to you to</p> <p>15 know? 08:59:56</p> <p>16 MS. DUNN: Objection to form.</p> <p>17 THE DEPONENT: My biggest concern was</p> <p>18 that nothing from Google ended up at Uber. That</p> <p>19 was the most important thing for me.</p> <p>20 Q. (By Mr. Verhoeven) But you were 09:00:09</p> <p>21 concerned that -- that -- about the allegation that</p> <p>22 he downloaded 14,000 proprietary files from Google</p> <p>23 before he left and joined your company, weren't</p> <p>24 you?</p> <p>25 MS. DUNN: Objection to form. 09:00:19</p> <p style="text-align: right;">Page 48</p>
<p>1 A. I don't know for sure. 08:58:04</p> <p>2 Q. Was it over the phone?</p> <p>3 A. It may have been.</p> <p>4 Q. But you don't remember if it was in</p> <p>5 person or over the phone? 08:58:14</p> <p>6 A. I do not know.</p> <p>7 Q. Was anyone else present during the</p> <p>8 conversation or on the line?</p> <p>9 A. I don't know for sure. I mean, on the</p> <p>10 line, my guess is probably not if it were over the 08:58:23</p> <p>11 phone. If it were in person, it could have just</p> <p>12 been like passing in the hall, or it could have</p> <p>13 been that I was with an attorney. I just don't --</p> <p>14 I don't remember.</p> <p>15 Q. Would that have been set on your 08:58:41</p> <p>16 calendar?</p> <p>17 A. It may have been. I don't know. I -- I</p> <p>18 don't -- I don't know.</p> <p>19 Q. Did you schedule a meeting with him about</p> <p>20 it? 08:58:54</p> <p>21 A. I don't remember a specific meeting about</p> <p>22 it other than the all-hands, of course.</p> <p>23 Q. What did you say to him specifically?</p> <p>24 A. I don't remember what I specifically</p> <p>25 said. 08:59:25</p> <p style="text-align: right;">Page 47</p>	<p>1 THE DEPONENT: I was very -- I didn't 09:00:21</p> <p>2 know the details of the allegation. We were going</p> <p>3 to -- we were going to look into that allegation</p> <p>4 and find out what the details were.</p> <p>5 But in the -- in the moment of that 09:00:33</p> <p>6 complaint and sort of let's call it the following</p> <p>7 days, my No. 1 concern is that nothing from Google</p> <p>8 ended up at Uber. Period.</p> <p>9 And I was not just going to ask and find</p> <p>10 out, Hey, did anything make it? But I was also 09:00:50</p> <p>11 going to do everything in my power to verify that</p> <p>12 that was true.</p> <p>13 Q. (By Mr. Verhoeven) But my question was,</p> <p>14 certainly you were concerned about the allegation</p> <p>15 that had been made in the complaint that 09:01:04</p> <p>16 Mr. Levandowski took files with him when he left</p> <p>17 Google to join Uber.</p> <p>18 MS. DUNN: Objection to form.</p> <p>19 Q. (By Mr. Verhoeven) Weren't you concerned</p> <p>20 about that? 09:01:19</p> <p>21 A. Anytime there's an allegation, and</p> <p>22 including this kind of allegation, you're going to</p> <p>23 have some kind of concern. And then the next thing</p> <p>24 is you have to start looking into it and find out</p> <p>25 what's true. 09:01:31</p> <p style="text-align: right;">Page 49</p>



<p>1 Q. At the time you had the conversation, you 09:01:32 2 were concerned about that, right? 3 A. Yes. But what I -- but what I was most 4 concerned about was making sure that nothing from 5 Google -- verifying that nothing from Google had 09:01:43 6 made it over to Uber. 7 Now, I was generally confident that 8 nothing had. But when an allegation like that 9 comes, you need to double- and triple-check. 10 Q. But you are sure you didn't ask him 09:01:57 11 whether he downloaded those files? 12 A. He admitted that he downloaded files. 13 Q. Okay. Did you talk about that with him 14 when you had this conversation shortly after the 15 complaint? 09:02:07 16 A. I don't remember doing that, no. 17 Q. Why wouldn't you? 18 MS. DUNN: Objection to form. 19 THE DEPONENT: I was most concerned about 20 whether files had made it to Uber and had -- that's 09:02:22 21 where I'm starting. 22 You can imagine being in my position. 23 The first thing you're going to ask, Did anything 24 that you have from your previous employer make it 25 to Uber? 09:02:32 Page 50</p>	<p>1 going on. 09:03:45 2 Q. By whom? 3 A. I don't remember. 4 Q. You don't remember? 5 A. No. 09:03:48 6 Q. What conversations did you have within 7 Uber about this investigation that you referred to? 8 MS. DUNN: I will just caution the 9 witness to only answer to the extent that it 10 doesn't involve conversations with counsel. 09:04:02 11 THE DEPONENT: Yeah. 12 MR. VERHOEVEN: So just for the record, 13 Counsel, you're instructing the witness not to 14 answer any conversations he had with counsel about 15 the subject of any investigations that were done 09:04:10 16 after the filing of the complaint? 17 MS. DUNN: I am -- I am instructing the 18 witness to answer your question only to the extent 19 that it doesn't involve privileged communications 20 with counsel. That's my instruction. 09:04:21 21 MR. VERHOEVEN: Including conversations 22 on the subject of investigations done after the 23 complaint? 24 MS. DUNN: Charlie, your responsibility 25 is to ask the question. 09:04:29 Page 52</p>
<p>1 And then you get a very confirma- -- I 09:02:34 2 got a very confirmatory, Absolutely not. 3 And then my second thing is, We are going 4 to make sure that that is the case. We are going 5 to have independent investigators look into this 09:02:44 6 and find out whether that is true. And you need to 7 make sure that that continues to be true. 8 Q. (By Mr. Verhoeven) Okay. Do you 9 remember what you said to him about having 10 independent investigators -- 09:03:02 11 A. No. 12 Q. -- make sure? 13 A. I don't remember the specifics, but we 14 certainly had an investigation that started looking 15 through every server forensically, and started 09:03:15 16 interviewing -- started interviewing, you know, 17 many engineers, dozen of engineers, to verify that 18 they hadn't seen any files, and verify that those 19 files never touched us. 20 Q. Did you direct that specifically to 09:03:33 21 happen? 22 A. Our chief security officer, Joe Sullivan, 23 did. 24 Q. And how do you know that? 25 A. At some point I was told that that was 09:03:42 Page 51</p>	<p>1 Q. (By Mr. Verhoeven) Do you remember any 09:04:30 2 discussions you had with anyone within Uber about 3 investigations done after the filing of the 4 complaint? 5 A. I do. 09:04:38 6 Q. Okay. 7 A. Those -- all of those conversations 8 happened with attorneys for -- with the company. 9 Q. And for the record, how many -- what -- 10 what did you discuss? 09:04:50 11 MS. DUNN: Objection on grounds of 12 privilege. 13 The witness is instructed not to answer. 14 Q. (By Mr. Verhoeven) How many discussions 15 did you have? 09:04:57 16 A. I can't remember. 17 Q. What's your best estimate? 18 A. I would say a few to a handful. And 19 these could have been brief things like, What's the 20 status? Or What's the update? 09:05:11 21 Sorry. 22 MS. DUNN: The witness is instructed not 23 to answer to the extent that it concerns content of 24 the conversations. 25 Q. (By Mr. Verhoeven) What was -- so you 09:05:19 Page 53</p>

<p>1 asked what was the status -- 09:05:20</p> <p>2 A. Yeah.</p> <p>3 Q. -- of the investigation at these meetings</p> <p>4 with counsel?</p> <p>5 A. These are conversations -- 09:05:27</p> <p>6 MS. DUNN: I'm sorry. Hold on. I have</p> <p>7 to -- I mean...</p> <p>8 (Discussion off the stenographic record.)</p> <p>9 MS. DUNN: Objection on grounds of</p> <p>10 privilege. 09:06:19</p> <p>11 The witness is instructed not to answer.</p> <p>12 Q. (By Mr. Verhoeven) When was the first of</p> <p>13 those meetings?</p> <p>14 A. I can't remember.</p> <p>15 Q. How many were there exactly? 09:06:30</p> <p>16 A. I can't remember.</p> <p>17 Q. Over what period of time did they occur?</p> <p>18 A. Over the months following the complaint.</p> <p>19 Q. And what did you learn from those</p> <p>20 meetings with counsel? 09:06:47</p> <p>21 MS. DUNN: Objection on grounds of</p> <p>22 privilege.</p> <p>23 The witness is not -- instructed not to</p> <p>24 answer.</p> <p>25 Q. (By Mr. Verhoeven) Did you receive 09:06:58</p> <p style="text-align: right;">Page 54</p>	<p>1 remember having an interaction like that of some 09:07:55</p> <p>2 kind.</p> <p>3 Q. Is that the best you can recall?</p> <p>4 A. That's the best, yeah.</p> <p>5 Q. All right. Let's -- let's scope out 09:08:03</p> <p>6 again.</p> <p>7 A. Okay.</p> <p>8 Q. And let me ask, for the record, other</p> <p>9 than this general recollection you have --</p> <p>10 A. Yeah. Yeah. 09:08:32</p> <p>11 Q. -- did you have any other conversations</p> <p>12 with Mr. Levandowski after the complaint was filed</p> <p>13 concerning the subject of whether he took</p> <p>14 Google/Waymo documents?</p> <p>15 A. I mean, the general recollection, like 09:08:50</p> <p>16 that kind of conversation could have happened more</p> <p>17 than once. I don't know for sure.</p> <p>18 Q. You have no specific recollection.</p> <p>19 A. No.</p> <p>20 Q. Do you have any recollection that's -- 09:09:01</p> <p>21 that's in any way concrete of speaking to</p> <p>22 Mr. Levandowski after the complaint was filed,</p> <p>23 other than this general recollection you have given</p> <p>24 me --</p> <p>25 A. Yeah, no. 09:09:13</p> <p style="text-align: right;">Page 56</p>
<p>1 reports during those meetings of the status of the 09:06:59</p> <p>2 investigation?</p> <p>3 MS. DUNN: Objection on grounds of</p> <p>4 privilege.</p> <p>5 The witness is instructed not to answer. 09:07:04</p> <p>6 Q. (By Mr. Verhoeven) Let's go back --</p> <p>7 MS. DUNN: Can we get a time check.</p> <p>8 THE VIDEOGRAPHER: We have been on the</p> <p>9 record for 49 minutes.</p> <p>10 THE DEPONENT: Six hours and 11 minutes. 09:07:25</p> <p>11 MS. DUNN: Oh, this might be a good time</p> <p>12 to mention. So our position is, as I emailed you</p> <p>13 last night --</p> <p>14 MR. VERHOEVEN: Let's do that off the</p> <p>15 record because I don't want to use up time. 09:07:31</p> <p>16 MS. DUNN: Okay.</p> <p>17 Q. (By Mr. Verhoeven) Let's go back to this</p> <p>18 conversation that -- where you talked about the two</p> <p>19 things --</p> <p>20 A. Yeah. 09:07:40</p> <p>21 Q. -- with Mr. Levandowski.</p> <p>22 A. Yeah.</p> <p>23 And, again, that's like a general -- like</p> <p>24 I can't remember the specific conversation, but I</p> <p>25 recollect those being the important things, and I 09:07:53</p> <p style="text-align: right;">Page 55</p>	<p>1 Q. -- on the subject of whether or not he 09:09:13</p> <p>2 took Google/Waymo proprietary information?</p> <p>3 A. Well, I think the -- the all-hands was a</p> <p>4 very specific recollection.</p> <p>5 Q. Other than that. 09:09:27</p> <p>6 A. No.</p> <p>7 Q. At any time?</p> <p>8 A. No.</p> <p>9 Q. Why didn't you fire Mr. Levandowski after</p> <p>10 the complaint was filed? 09:09:43</p> <p>11 A. I did.</p> <p>12 Q. I mean right after the complaint was</p> <p>13 filed.</p> <p>14 A. Oh, well, look, at Uber we have -- you</p> <p>15 know, we see a number of allegations and 09:09:55</p> <p>16 complaints. And the way we think about that is,</p> <p>17 when we see an allegation, we take it really</p> <p>18 seriously.</p> <p>19 We look into it. We investigate it. We</p> <p>20 get to the bottom of it. And then we make a 09:10:14</p> <p>21 decision about what to do about it.</p> <p>22 And so immediately following an</p> <p>23 allegation, we have to look into the allegation and</p> <p>24 see what the details are before we take some kind</p> <p>25 of action. 09:10:29</p> <p style="text-align: right;">Page 57</p>



<p>1 Q. Why didn't you fire Mr. Levandowski after 09:10:30 2 you learned from him -- from Mr. Levandowski 3 himself, that he did download Google documents at 4 the all-hands meeting? 5 A. I think his explanation at the all-hands 09:10:44 6 meeting was that he was downloading files to work 7 from home. 8 Q. So -- but you didn't ask him whether or 9 not he still had those and whether or not he was 10 using those files? 09:11:00 11 MS. DUNN: Objection to form. 12 THE DEPONENT: Like I said, I made sure 13 that none of those files made it to Uber and that 14 they were not being used. 15 Q. (By Mr. Verhoeven) Did you specifically 09:11:07 16 ask him, Did any of those files you downloaded 17 make -- make it to Uber? 18 A. Absolutely. 19 Q. What did he say? 20 A. Absolutely not. 09:11:16 21 Q. Did you ask him, Do you still have those 22 files? 23 A. I did not ask him that. 24 Q. Why not? 25 A. I don't -- I don't know. I was -- I was 09:11:23 Page 58</p>	<p>1 Q. (By Mr. Verhoeven) People work from home 09:12:19 2 at Uber all the time, too, don't they? 3 A. Yes. 4 Q. How common a practice is that, generally? 5 A. More common than I would like. 09:12:28 6 Q. So can you be any more specific about 7 that? 8 A. About what, specifically? 9 Q. People do it a lot? 10 A. You know, I would say not a lot, 09:12:39 11 but it -- but I would say people at Uber work 12 pretty hard. 13 Q. Right. 14 A. And sometimes that means it's after 15 having dinner with -- you know, with the family or 09:12:48 16 something, and that's at home. 17 Q. Looking at your documents, it looks like 18 there's communications all the way up past 19 midnight. 20 Is that pretty routine at Uber? 09:12:58 21 MS. DUNN: Objection to form. And -- I 22 will leave it at that for now. Objection to form. 23 THE DEPONENT: I take pride in our work 24 ethic. 25 Q. (By Mr. Verhoeven) So it is pretty 09:13:11 Page 60</p>
<p>1 mostly -- I was most concerned that content data, 09:11:25 2 et cetera, from a previous employer was not being 3 used to build what we build here at Uber. 4 Q. Well, you knew that Mr. Levandowski took 5 his personal laptop to work, right? 09:11:39 6 MS. DUNN: Objection to form. 7 THE DEPONENT: I didn't know that. 8 Q. (By Mr. Verhoeven) You didn't know there 9 were any restrictions on that, did you? 10 MS. DUNN: Objection to form. 09:11:48 11 THE DEPONENT: I am just not in the weeds 12 of that kind of stuff. 13 Q. (By Mr. Verhoeven) People take their 14 personal laptops to work all the time at Uber, 15 don't they? 09:11:55 16 MS. DUNN: Objection to form. 17 THE DEPONENT: I don't think that's a 18 normal process -- a normal thing. I think it 19 might -- maybe happens. You know, maybe it happens 20 with some employees, but it's not something that we 09:12:06 21 generally do. 22 Q. (By Mr. Verhoeven) It's not prohibited, 23 is it? 24 A. I don't think so. 25 MS. DUNN: Objection to form. 09:12:14 Page 59</p>	<p>1 routine. 09:13:12 2 A. I mean, for some people yes, for some 3 people no. 4 Q. And -- 5 A. As an owner in the business, I would like 09:13:15 6 it to be more routine. 7 Q. And you don't expect them to -- to be at 8 the office at that point in time, right? 9 A. It just depends, but not generally. 10 Q. So it's okay if they're responding from 09:13:26 11 emails at home, right? 12 A. Yeah. 13 Q. I may have asked this before, and I 14 apologize if I did. But you learned at the 15 all-hands meeting that Mr. Levandowski had 09:13:53 16 downloaded documents, correct? 17 A. Yes, but there may have been a -- there 18 may have been some conversation after the complaint 19 but before the all-hands where we discussed it. I 20 just can't remember the specifics of it or whether 09:14:11 21 it happened or not. I just can't remember. 22 Q. Did you take any disciplinary action 23 against Mr. Levandowski once you learned that? 24 I mean, not later -- not two or three 25 months later, but in direct response to learning 09:14:21 Page 61</p>

<p>1 that. 09:14:24</p> <p>2 A. No. We -- we look into the allegations</p> <p>3 first, then decide what kind of disciplinary</p> <p>4 actions to take. That's generally how we -- we</p> <p>5 approach things. 09:14:35</p> <p>6 Q. But you knew personally that he had</p> <p>7 downloaded Google documents at that time, right?</p> <p>8 MR. CHATTERJEE: Form.</p> <p>9 THE DEPONENT: We learned -- I think, in</p> <p>10 the all-hands, you know, he stated that he 09:14:43</p> <p>11 downloaded files while working from home --</p> <p>12 Q. (By Mr. Verhoeven) So you did --</p> <p>13 A. -- when he was working at Google, which</p> <p>14 doesn't -- that -- we have to look into the details</p> <p>15 about the complaint, we have to understand what he 09:15:00</p> <p>16 said, we have to get to the bottom of it, and then</p> <p>17 decide what kind of action we should take.</p> <p>18 Q. Somebody asked him does he still have</p> <p>19 those files at that time, didn't they?</p> <p>20 MS. DUNN: Objection to form. 09:15:12</p> <p>21 THE DEPONENT: Not a conversation I know</p> <p>22 about.</p> <p>23 Q. (By Mr. Verhoeven) So you don't know</p> <p>24 whether anyone asked him, Do you still have those?</p> <p>25 A. I don't know. 09:15:19</p> <p style="text-align: right;">Page 62</p>	<p>1 happened with attorneys in the room that, for 09:16:27</p> <p>2 obvious reasons, I can't speak to.</p> <p>3 Q. Well, you had that discussion with</p> <p>4 Mr. Levandowski without attorneys in the room where</p> <p>5 you learned that he had files from Google, right? 09:16:37</p> <p>6 A. Well, in that discussion there was an</p> <p>7 attorney in the room, but it was a -- it was an</p> <p>8 all-hands.</p> <p>9 Q. No, I'm talking about in the intake</p> <p>10 process back in March of 2016 -- 09:16:50</p> <p>11 A. Yeah, that's true. There was that one</p> <p>12 meeting, yeah.</p> <p>13 Q. Yeah. That was part of the transaction,</p> <p>14 right?</p> <p>15 A. Correct. Yeah. 09:16:58</p> <p>16 Q. You don't remember specifically --</p> <p>17 A. Yeah.</p> <p>18 Q. -- what step it was --</p> <p>19 A. Yeah.</p> <p>20 Q. -- but -- and you would agree that part 09:17:02</p> <p>21 of Uber's process when they're taking in an</p> <p>22 employee from a competitor would be to determine</p> <p>23 whether or not the -- they have any of that former</p> <p>24 employer's confidential documents in their laptop,</p> <p>25 right? 09:17:22</p> <p style="text-align: right;">Page 64</p>
<p>1 Q. And you didn't know whether he still had 09:15:24</p> <p>2 the files at that time?</p> <p>3 A. I didn't know specifically, no.</p> <p>4 Q. And that wasn't of concern to you whether</p> <p>5 he still had them or not? 09:15:34</p> <p>6 MS. DUNN: Objection to form.</p> <p>7 THE DEPONENT: I may have assumed he just</p> <p>8 didn't have them. Right. When somebody's -- when</p> <p>9 somebody's downloading files when they're working</p> <p>10 at their employer, that -- that's -- I think that's 09:15:45</p> <p>11 okay.</p> <p>12 And then if you -- you know, then -- then</p> <p>13 in the transaction itself, we went through a</p> <p>14 diligence process that I felt, you know, my</p> <p>15 people -- I have a lot of trust in their expertise 09:15:59</p> <p>16 and how they -- how they do things to make sure</p> <p>17 that these files just weren't over at Uber.</p> <p>18 So I felt good about our processes.</p> <p>19 Q. (By Mr. Verhoeven) Part of that</p> <p>20 diligence process, correct me if I'm wrong -- 09:16:13</p> <p>21 A. Yeah.</p> <p>22 Q. -- is to ask the employee coming over</p> <p>23 whether or not the employee has any files from the</p> <p>24 former employer, correct?</p> <p>25 A. So these kinds of conversations may have 09:16:25</p> <p style="text-align: right;">Page 63</p>	<p>1 MS. DUNN: Objection to form. 09:17:22</p> <p>2 MR. CHATTERJEE: Join.</p> <p>3 THE DEPONENT: When you do a transaction,</p> <p>4 an M &amp; A transaction, or something of that nature,</p> <p>5 there's generally going to be a diligence process 09:17:32</p> <p>6 that, you know, does everything -- or, you know,</p> <p>7 really sort of has general processes to try to</p> <p>8 prevent these -- prevent content to come from the</p> <p>9 previous employer to where they're going, yes.</p> <p>10 Q. (By Mr. Verhoeven) So you would have 09:17:52</p> <p>11 expected that you would have learned already if he</p> <p>12 had down- -- had downloaded Google documents,</p> <p>13 right --</p> <p>14 MS. DUNN: Objection to form.</p> <p>15 Q. (By Mr. Verhoeven) -- before the 09:17:59</p> <p>16 all-hands -- before the complaint was filed?</p> <p>17 MR. CHATTERJEE: Form.</p> <p>18 MS. DUNN: Objection to form.</p> <p>19 THE DEPONENT: I have executives that</p> <p>20 work for me, that have a lot of experience, a lot 09:18:10</p> <p>21 of expertise in doing diligence and transactions,</p> <p>22 and I depend on them to make sure those things</p> <p>23 happen -- the right things happen.</p> <p>24 Q. (By Mr. Verhoeven) I understand that.</p> <p>25 A. Yeah. 09:18:23</p> <p style="text-align: right;">Page 65</p>

<p>1 Q. But you've testified that Uber is very 09:18:24</p> <p>2 careful about that and that they take steps to</p> <p>3 ensure that that doesn't happen, right?</p> <p>4 A. Yeah. We -- I -- I -- I generally</p> <p>5 understand that to be true, yes. 09:18:34</p> <p>6 Q. And you would expect that your executives</p> <p>7 would find out, as part of the intake process,</p> <p>8 whether or not the employee coming in has</p> <p>9 confidential files that they've taken from their</p> <p>10 former employer, right? 09:18:48</p> <p>11 MS. DUNN: Objection to form.</p> <p>12 THE DEPONENT: We would -- in any</p> <p>13 transaction we are going to make sure to take --</p> <p>14 you know, to take the important steps you -- you</p> <p>15 have to take to -- to make sure these files don't 09:19:05</p> <p>16 get across. Files from whatever employer, whether</p> <p>17 it's the previous one or two previous ones.</p> <p>18 And I'm not in the weeds of all the</p> <p>19 details of what that process looks like, but I am</p> <p>20 confident -- I'm confident in my people that do 09:19:22</p> <p>21 that.</p> <p>22 And in -- generally, I believe that they</p> <p>23 did a good job in that because everything we've</p> <p>24 seen since shows that nobody's seen these files and</p> <p>25 these files haven't made it to Uber. 09:19:39</p> <p style="text-align: right;">Page 66</p>	<p>1 with him -- 09:20:38</p> <p>2 MS. DUNN: Objection to form.</p> <p>3 Q. (By Mr. Verhoeven) -- that he had taken</p> <p>4 from Google?</p> <p>5 Wouldn't that be surprising? 09:20:44</p> <p>6 MS. DUNN: Objection to form.</p> <p>7 MR. CHATTERJEE: Join.</p> <p>8 THE DEPONENT: It would certainly be</p> <p>9 disappointing.</p> <p>10 Q. (By Mr. Verhoeven) And wouldn't you have 09:20:55</p> <p>11 expected that you would have asked Mr. Levandowski</p> <p>12 about that?</p> <p>13 A. I did.</p> <p>14 Q. And what did he say about it?</p> <p>15 A. You know, like I said before, he first 09:21:03</p> <p>16 said that he had downloaded files when working from</p> <p>17 home, that he had made sure that -- that I -- when</p> <p>18 I -- upon me asking, Did any files make it to Uber,</p> <p>19 has it informed anything that we've done, he made</p> <p>20 it very clear that that was not the case. 09:21:24</p> <p>21 Q. But you didn't ask him, Do you still have</p> <p>22 stolen files?</p> <p>23 MS. DUNN: Objection to form.</p> <p>24 MR. CHATTERJEE: Join.</p> <p>25 THE DEPONENT: I did not. 09:21:32</p> <p style="text-align: right;">Page 68</p>
<p>1 Q. (By Mr. Verhoeven) So you would have 09:19:41</p> <p>2 expected that when Mr. Levandowski was being</p> <p>3 processed by these people, they would have asked</p> <p>4 him, Do you have any Google documents that you've</p> <p>5 taken with you, correct? 09:19:51</p> <p>6 MS. DUNN: Objection to form.</p> <p>7 MR. CHATTERJEE: Join.</p> <p>8 THE DEPONENT: Those questions may have</p> <p>9 been asked. I just don't know the details of that</p> <p>10 process. 09:19:59</p> <p>11 Q. (By Mr. Verhoeven) But you would have</p> <p>12 expected that they would have determined that,</p> <p>13 right?</p> <p>14 A. What I --</p> <p>15 MS. DUNN: Objection to form. 09:20:05</p> <p>16 MR. CHATTERJEE: Join.</p> <p>17 THE DEPONENT: What I would expect is</p> <p>18 that they take the necessary steps to make sure</p> <p>19 that files from a previous employer don't make it</p> <p>20 to Uber, and files from a previous employer are not 09:20:17</p> <p>21 informing how people build things.</p> <p>22 Q. (By Mr. Verhoeven) Okay. So wouldn't it</p> <p>23 be surprising to learn later, after that process</p> <p>24 had been completed by your executives or your team,</p> <p>25 that, in fact, Mr. Levandowski had downloaded files 09:20:33</p> <p style="text-align: right;">Page 67</p>	<p>1 Q. (By Mr. Verhoeven) You didn't ask him, 09:21:33</p> <p>2 Do you still have any Google documents in your</p> <p>3 laptops or any of your devices?</p> <p>4 A. Those questions may have been asked with</p> <p>5 attorneys in the room. But I certainly didn't have 09:21:40</p> <p>6 that conversation with him one on one.</p> <p>7 Q. You are aware that Ottomotto was run out</p> <p>8 of Mr. Levandowski's house before it was acquired</p> <p>9 by you, right?</p> <p>10 A. Yes. 09:21:59</p> <p>11 Q. And during that time before the</p> <p>12 acquisition, you're aware that Mr. Levandowski was</p> <p>13 working with folks at Uber on the subject of AV,</p> <p>14 and specifically on the subject of LiDAR, correct?</p> <p>15 MS. DUNN: Objection to form. 09:22:29</p> <p>16 MR. CHATTERJEE: Form.</p> <p>17 THE DEPONENT: What time period are you</p> <p>18 talking about?</p> <p>19 Q. (By Mr. Verhoeven) Prior to the</p> <p>20 acquisition, during the time when Mr. Levandowski 09:22:35</p> <p>21 was working from his home.</p> <p>22 A. I was aware there were meetings, yeah,</p> <p>23 meetings going on, sure.</p> <p>24 Q. On those subjects.</p> <p>25 A. Are we talking -- I just don't know the 09:22:40</p> <p style="text-align: right;">Page 69</p>

1 specific time frame you're talking about. 09:22:42	1 in San Francisco, and it sort of depends on the 09:24:36
2 Q. I'm talking about after he left Google --	2 time frame. I'm just not sure.
3 A. Yeah.	3 Q. The time frame I'm asking about was the
4 Q. -- when -- and formed a company.	4 one we --
5 A. Yeah. 09:22:53	5 A. Yeah, but they -- there may have been 09:24:43
6 Q. Let's just call it Ottomotto --	6 multiple different situations during that. And I
7 A. Yes.	7 don't know specifically when a lease was taken out
8 Q. -- generally --	8 or...
9 A. Yeah.	9 Q. Did you ever visit Mr. Levandowski during
10 Q. -- and before he became an employee of 09:22:56	10 that time period at his house? 09:24:53
11 Uber.	11 A. Once, yes.
12 A. Okay.	12 Q. Okay.
13 Q. During that time period.	13 A. Well, maybe not during that period. I
14 A. Okay.	14 think I visited him prior to the deal happening. I
15 Q. He, while he was working at home -- 09:23:04	15 took a ride in one of their trucks, which was an 09:25:07
16 A. Yeah.	16 interesting experience.
17 Q. -- was working with members of your	17 Q. After -- at some point you learned that
18 technical team in AV and helping them.	18 Mr. Levandowski was taking -- was refusing to
19 A. Yeah.	19 provide any testimony or documents --
20 Q. And specifically that included the 09:23:17	20 A. Yeah. 09:25:46
21 technical -- technological area of LiDAR.	21 Q. -- in this litigation based on his
22 You were aware of that, right?	22 assertion of the Fifth Amendment?
23 A. What I'm aware of is post-signing an	23 MS. DUNN: Charlie, if you're switching
24 agreement in sort of the April time frame that he	24 gears, I think we've been going for more than an
25 started consulting with Uber. The general -- the 09:23:36	25 hour, and I think it would be good to take a break. 09:25:51
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1 general area was around autonomy, like broadly. 09:23:41	1 MR. VERHOEVEN: Do you need a break now? 09:25:55
2 I'm not aware of any specific	2 THE DEPONENT: I would take a break, take
3 conversations about LiDAR. They -- I'm not saying	3 five minutes, ten minutes, something like that.
4 they didn't happen, but I'm not aware of any	4 MR. VERHOEVEN: Okay.
5 specific conversations that happened. 09:23:54	5 THE DEPONENT: Does that work? 09:26:04
6 Q. But he was consulting on the technology	6 MS. DUNN: Yeah.
7 of AV, generally?	7 What's the time?
8 A. Yes.	8 THE VIDEOGRAPHER: Going off the record.
9 MR. CHATTERJEE: Form.	9 The time is 9:25.
10 THE DEPONENT: Correct. 09:24:01	10 (Recess taken.) 09:26:10
11 Q. (By Mr. Verhoeven) And you were aware	11 THE VIDEOGRAPHER: We are back on the
12 that he was doing that from his house?	12 record. The time is 9:38.
13 MS. DUNN: Objection to form.	13 Q. (By Mr. Verhoeven) Mr. Kalanick, did you
14 THE DEPONENT: I -- I didn't know that	14 talk with anyone about this case on the break that
15 for certain. I don't -- I don't know that for 09:24:07	15 we just took? 09:38:51
16 certain.	16 A. No.
17 Q. (By Mr. Verhoeven) Are you aware of any	17 Q. Let's go back to the question I had
18 offices that Ottomotto had during that time frame	18 before the break. At some point you became aware
19 that we're talking about?	19 that Mr. Levandowski had -- was refusing to testify
20 A. I remember them talking about some kind 09:24:21	20 or produce documents on the basis of an assertion 09:39:09
21 of Oakland office, but I wasn't sure if that got	21 of the Fifth Amendment right against incrimination,
22 started up or not. I don't know if they had that	22 correct?
23 space or not.	23 A. Correct.
24 I -- I do know they had some space in	24 Q. When did you learn that?
25 Palo Alto as well. And I know they had some space 09:24:31	25 A. I don't remember the exact date. There 09:39:21
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<p>1 was a meeting at Uber with all attorneys and me, so 09:39:26</p> <p>2 I was the only nonattorney. But there was a</p> <p>3 meeting there where we were -- that I first</p> <p>4 understood that it was a possibility that Anthony</p> <p>5 may -- may do that. 09:39:47</p> <p>6 Q. Do you remember what time that meeting</p> <p>7 was?</p> <p>8 A. It feels like an evening meeting. I feel</p> <p>9 like it was an evening meeting, and it -- and --</p> <p>10 MS. DUNN: I will caution the witness to 09:40:05</p> <p>11 answer, not about the content of the meetings,</p> <p>12 since it was only attorneys and you.</p> <p>13 THE DEPONENT: Yeah. Okay.</p> <p>14 Q. (By Mr. Verhoeven) I think the question</p> <p>15 was: Do you remember when the meeting was? 09:40:17</p> <p>16 I think that was the question.</p> <p>17 A. Yeah, it was -- it was in -- it felt like</p> <p>18 it was in the evening, and it -- there were a</p> <p>19 couple meetings on this topic leading up to him</p> <p>20 actually deciding not to testify or declare. 09:40:40</p> <p>21 Q. Do you know why you were at these</p> <p>22 meetings?</p> <p>23 Well, let me ask this: You said -- you</p> <p>24 testified at least the first one you recall you</p> <p>25 were the only nonattorney? 09:41:06</p> <p style="text-align: right;">Page 74</p>	<p>1 about everything that you can remember about Google 09:42:24</p> <p>2 documents in your conversations with</p> <p>3 Mr. Levandowski, right?</p> <p>4 A. I mean, I -- I spoke to sort of the</p> <p>5 complaint, the all-hands, et cetera, yes. 09:42:36</p> <p>6 Q. Okay. So did you have meetings with</p> <p>7 Mr. Levandowski about his assertion of the</p> <p>8 Fifth Amendment?</p> <p>9 A. I did.</p> <p>10 Q. Okay. How many? 09:42:47</p> <p>11 A. Probably -- I -- I don't know exactly.</p> <p>12 It feels -- it was like a very long night with</p> <p>13 attorneys at Uber. Some of those discussions</p> <p>14 included Anthony. Some of them did not.</p> <p>15 Q. Okay. 09:43:07</p> <p>16 A. So I don't know how to say how many</p> <p>17 meetings, but I can tell you it was a whole lot of</p> <p>18 hours.</p> <p>19 Q. What did you say on that subject?</p> <p>20 A. I don't think I can -- I think because 09:43:17</p> <p>21 of -- there were so many attorneys there, I -- I</p> <p>22 may not be able to -- I don't -- I don't know. I'm</p> <p>23 confused.</p> <p>24 If I am allowed to answer, then let me --</p> <p>25 I'm confused whether I can or not. 09:43:30</p> <p style="text-align: right;">Page 76</p>
<p>1 A. Yeah. 09:41:09</p> <p>2 Q. So why were you the only nonattorney? Do</p> <p>3 you know why?</p> <p>4 A. I mean, there was a litigation matter. I</p> <p>5 was being updated on a litigation matter, so... 09:41:17</p> <p>6 Q. Okay. Your general counsel wasn't there?</p> <p>7 A. I can't remember if she was or not. I --</p> <p>8 I certainly remember Angela Padilla, our head of</p> <p>9 litigation, was there. And there were others,</p> <p>10 outside counsel, internal counsel. 09:41:38</p> <p>11 Q. Okay. Did you personally have an opinion</p> <p>12 on whether or not Mr. Levandowski should assert the</p> <p>13 Fifth Amendment?</p> <p>14 A. Definitely.</p> <p>15 Q. Did you express that in the meetings? 09:41:52</p> <p>16 A. I most -- I don't know if I can say, if I</p> <p>17 am allowed to say, whether I can or not, in the</p> <p>18 meetings.</p> <p>19 Q. Did you express your opinion at all to</p> <p>20 anyone? 09:42:05</p> <p>21 A. Oh, definitely.</p> <p>22 Q. Okay. To who?</p> <p>23 A. To attorneys, as well as in later</p> <p>24 meetings, Anthony himself.</p> <p>25 Q. Okay. Well, we -- you already testified 09:42:21</p> <p style="text-align: right;">Page 75</p>	<p>1 MS. DUNN: I think there's some -- as we 09:43:32</p> <p>2 recognized last time, there's -- there's confusion</p> <p>3 just about the specificity of timing. And so if</p> <p>4 you could rephrase the question.</p> <p>5 Q. (By Mr. Verhoeven) What did you say on 09:43:46</p> <p>6 the subject?</p> <p>7 MR. CHATTERJEE: Form.</p> <p>8 THE DEPONENT: I can tell you how I felt.</p> <p>9 I can certainly tell you how I felt about him</p> <p>10 declaring the Fifth. 09:43:59</p> <p>11 Q. (By Mr. Verhoeven) I will get to that,</p> <p>12 but I just want to understand your</p> <p>13 communications --</p> <p>14 A. Yeah.</p> <p>15 Q. -- with people about how you felt. You 09:44:05</p> <p>16 want to start with how you felt, that's fine.</p> <p>17 MS. DUNN: Charlie, I would like to take</p> <p>18 a break. Because the witness is -- is confused by</p> <p>19 the bounds of the privilege. So I would like to</p> <p>20 take a -- a five-minute break. 09:44:20</p> <p>21 MR. VERHOEVEN: I would rather not. You</p> <p>22 can instruct him if you would like.</p> <p>23 MS. DUNN: I think you'd get a better</p> <p>24 record.</p> <p>25 MR. VERHOEVEN: Well, I will take the 09:44:30</p> <p style="text-align: right;">Page 77</p>

<p>1 risk. 09:44:31</p> <p>2 Okay?</p> <p>3 MS. DUNN: It's your risk.</p> <p>4 MR. VERHOEVEN: Okay.</p> <p>5 Q. (By Mr. Verhoeven) I will just go back 09:44:40</p> <p>6 and ask the question again, so -- I don't want to</p> <p>7 confuse you.</p> <p>8 You had an opinion -- let's just get</p> <p>9 out -- let's just get out what your opinion -- what</p> <p>10 your feeling was before I get to who you expressed 09:44:48</p> <p>11 it to.</p> <p>12 Okay?</p> <p>13 A. Yeah.</p> <p>14 Q. What was your feeling?</p> <p>15 A. My feeling is, he should -- he should 09:44:55</p> <p>16 testify. That -- that he should say what happened,</p> <p>17 why, how, and he should cooperate with the company</p> <p>18 and the Court in getting to the facts of the</p> <p>19 matter. And I felt pretty passionately about it.</p> <p>20 Q. Okay. Did you have a conversation with 09:45:20</p> <p>21 Mr. Levandowski about that subject?</p> <p>22 A. Yes.</p> <p>23 Q. What did you say to him?</p> <p>24 Well, first of all, when -- when did you</p> <p>25 have that conversation? 09:45:31</p> <p style="text-align: right;">Page 78</p>	<p>1 A. When we had -- we had discussions about 09:46:41</p> <p>2 how do we -- how do we -- like, is there a way we</p> <p>3 can get -- is there a way that he can testify</p> <p>4 without him being -- his -- his personal attorney</p> <p>5 feeling so uncomfortable that he would plead the 09:46:59</p> <p>6 Fifth.</p> <p>7 So his personal counsel is telling him to</p> <p>8 take the Fifth. We would much prefer him not to.</p> <p>9 Q. Okay. And why would -- what did his</p> <p>10 personal counsel say about why he was going to have 09:47:13</p> <p>11 to take the Fifth?</p> <p>12 MS. DUNN: Objection to form.</p> <p>13 THE DEPONENT: I don't know the reasons</p> <p>14 why, other than just being conservative in his</p> <p>15 approach. 09:47:27</p> <p>16 Q. (By Mr. Verhoeven) What do you remember</p> <p>17 him saying?</p> <p>18 MS. DUNN: Objection. I'm going to</p> <p>19 instruct the witness not to answer.</p> <p>20 MR. VERHOEVEN: Okay. My position is 09:47:37</p> <p>21 that he waived the attorney-client privilege on</p> <p>22 this meeting.</p> <p>23 MS. DUNN: I don't -- Charlie, there's</p> <p>24 not even a specific meeting you are talking about.</p> <p>25 THE DEPONENT: Yeah. 09:47:48</p> <p style="text-align: right;">Page 80</p>
<p>1 A. Yeah. I mean, this was in -- this was 09:45:32</p> <p>2 around the time of him pleading the Fifth, and it</p> <p>3 was right before.</p> <p>4 Q. Was it a conversation outside of meeting</p> <p>5 with attorneys? 09:45:42</p> <p>6 A. No. No, it was not.</p> <p>7 Q. So you never spoke to him outside</p> <p>8 meetings with attorneys about the assertion of the</p> <p>9 Fifth amendment? You never, like, pulled him aside</p> <p>10 and said anything? 09:45:57</p> <p>11 A. No.</p> <p>12 Q. What did you -- what did you say to him</p> <p>13 about the subject during your meetings with</p> <p>14 attorneys?</p> <p>15 A. I really -- I really wanted him just to 09:46:17</p> <p>16 testify and tell the Court whatever he had to say.</p> <p>17 Q. And you -- you said that during the</p> <p>18 meeting?</p> <p>19 A. I made it very clear to him that we</p> <p>20 wanted him to testify. 09:46:25</p> <p>21 Q. And what did he say?</p> <p>22 A. He felt like -- well, my -- my sense is</p> <p>23 that he wanted to.</p> <p>24 Q. Okay. I'm not asking about your sense.</p> <p>25 What did he say? 09:46:39</p> <p style="text-align: right;">Page 79</p>	<p>1 MS. DUNN: This is like an exercise in 09:47:49</p> <p>2 extreme line blurring. So I -- our position is, we</p> <p>3 have waived no attorney-client privilege.</p> <p>4 MR. VERHOEVEN: So you are going to</p> <p>5 instruct him on that question; is that right? 09:48:06</p> <p>6 MS. DUNN: I'm instructing him on that</p> <p>7 question.</p> <p>8 MR. VERHOEVEN: Okay.</p> <p>9 MS. DUNN: And, also --</p> <p>10 MR. VERHOEVEN: I don't need a speaking 09:48:12</p> <p>11 objection.</p> <p>12 MS. DUNN: Well, it seems like we have a</p> <p>13 lot of confusion going on here, and that you are</p> <p>14 cultivating this confusion. And so I think that we</p> <p>15 should make sure that the witness is not entirely 09:48:19</p> <p>16 confused by your line of questioning.</p> <p>17 MR. VERHOEVEN: Object to the speaking</p> <p>18 objection.</p> <p>19 Q. (By Mr. Verhoeven) You can't remember</p> <p>20 the specific meetings, can you? 09:48:29</p> <p>21 A. I can remember the specific meetings. I</p> <p>22 can't give you exact. So I certainly can remember</p> <p>23 specific meetings.</p> <p>24 Q. Okay.</p> <p>25 A. I can't tell you the exact time of the 09:48:43</p> <p style="text-align: right;">Page 81</p>



<p>1 specific meetings. 09:48:47</p> <p>2 Q. Okay. What was the first meeting that</p> <p>3 you had on the subject of the Fifth?</p> <p>4 A. The first meeting was a meeting with</p> <p>5 attorneys where -- where we were under the 09:48:56</p> <p>6 impression that they -- that he may take the Fifth,</p> <p>7 and there was a discussion as to --</p> <p>8 MS. DUNN: I will caution the witness not</p> <p>9 to answer about conversations with attorneys. And</p> <p>10 we are going to take a break, which we are entitled 09:49:15</p> <p>11 to do at any time.</p> <p>12 MR. VERHOEVEN: I object.</p> <p>13 MS. DUNN: You can object.</p> <p>14 THE VIDEOGRAPHER: Going off the</p> <p>15 record -- you want me to go off the record? 09:49:29</p> <p>16 MR. VERHOEVEN: Yeah, there's no need</p> <p>17 just to have a blank chair.</p> <p>18 THE VIDEOGRAPHER: Going off the record.</p> <p>19 The time is 9:49 a.m.</p> <p>20 (Recess taken.) 09:49:42</p> <p>21 THE VIDEOGRAPHER: We are back on the</p> <p>22 record. The time is 9:54.</p> <p>23 MR. CHATTERJEE: Just for the record, I</p> <p>24 want to make sure it's clear. I'm going to move to</p> <p>25 strike the question from 9:45 that's on the record 09:55:10</p> <p style="text-align: right;">Page 82</p>	<p>1 MR. CHATTERJEE: I can't object against 09:56:16</p> <p>2 the Court's court.</p> <p>3 MR. VERHOEVEN: Does other counsel have</p> <p>4 any objections that we haven't yet identified?</p> <p>5 MS. DUNN: I also am following the 09:56:22</p> <p>6 judge's order. And we are only allowed to object</p> <p>7 to form and based on privilege. We object to both.</p> <p>8 MR. VERHOEVEN: Okay. And so it's clear</p> <p>9 that there's no other objections than form and</p> <p>10 attorney-client privilege. 09:56:38</p> <p>11 MS. DUNN: Are you aware of any other</p> <p>12 available objections, Charlie?</p> <p>13 MR. VERHOEVEN: I am trying to get a</p> <p>14 record.</p> <p>15 MS. DUNN: Okay. 09:56:42</p> <p>16 MR. CHATTERJEE: You have a record. The</p> <p>17 judge said what we can object to. We did it.</p> <p>18 Let's move on.</p> <p>19 MR. VERHOEVEN: I will take that as a no.</p> <p>20 Q. (By Mr. Verhoeven) Did you say anything 09:57:02</p> <p>21 in response -- in response to the statement at this</p> <p>22 meeting -- withdrawn.</p> <p>23 Going back to the meeting we were talking</p> <p>24 about, where you expressed your concerns --</p> <p>25 A. Which meeting are we talking about? 09:57:14</p> <p style="text-align: right;">Page 84</p>
<p>1 to 9:48. And the objection is as to form. 09:55:13</p> <p>2 MS. HAAG: If I could just put on the</p> <p>3 record we have an agreement that I'm going to try</p> <p>4 to keep my involvement to a minimum, and I think</p> <p>5 everybody agrees that -- I will -- I am joining any 09:55:24</p> <p>6 objection.</p> <p>7 MS. DUNN: And I am going to join</p> <p>8 Otto Trucking's objection.</p> <p>9 MR. VERHOEVEN: And the basis is, other</p> <p>10 than -- it's all just to form? 09:55:35</p> <p>11 MR. CHATTERJEE: Oh, the basis is that</p> <p>12 the judge also lets us object to form at this point</p> <p>13 in the proceeding, so I think the objection is</p> <p>14 based on a standing order.</p> <p>15 And, also, we will object to the extent 09:55:47</p> <p>16 it invokes attorney-client privilege issues, but</p> <p>17 it's all move to strike.</p> <p>18 MR. VERHOEVEN: Anything else?</p> <p>19 MS. DUNN: Join.</p> <p>20 MR. VERHOEVEN: Any other reasons? 09:56:03</p> <p>21 MR. CHATTERJEE: I think there's only two</p> <p>22 the judge also allows at this point in the</p> <p>23 proceedings.</p> <p>24 MR. VERHOEVEN: That's not what I asked</p> <p>25 you, but... 09:56:14</p> <p style="text-align: right;">Page 83</p>	<p>1 Which meeting, specifically? 09:57:15</p> <p>2 Q. The meeting about the Fifth Amendment.</p> <p>3 A. Okay.</p> <p>4 MS. DUNN: Objection.</p> <p>5 Q. (By Mr. Verhoeven) Do you remember your 09:57:22</p> <p>6 testimony about there's a meeting about the</p> <p>7 Fifth Amendment, and you expressed your concerns?</p> <p>8 Do you remember that?</p> <p>9 A. I do.</p> <p>10 Q. Okay. That meeting, is what I'm talking 09:57:27</p> <p>11 about.</p> <p>12 A. Okay.</p> <p>13 Q. Did you say anything in response to</p> <p>14 Mr. Levandowski's personal attorney when he told</p> <p>15 you that he would be -- that Mr. Levandowski was 09:57:40</p> <p>16 uncomfortable testifying and would plead the Fifth?</p> <p>17 MS. DUNN: Objection on the basis of</p> <p>18 privilege. I'm going to instruct the -- the</p> <p>19 witness not to answer.</p> <p>20 And since you are seeking alternative 09:57:56</p> <p>21 bases for objections, there -- there would be</p> <p>22 beyond form.</p> <p>23 MR. VERHOEVEN: Are you moving to strike</p> <p>24 -- just for clarity, Counsel, so I don't have to</p> <p>25 compare lines and pages -- 09:58:12</p> <p style="text-align: right;">Page 85</p>

<p>1 MS. DUNN: Yes, objection and move to 09:58:15 2 strike lines -- 3 MR. VERHOEVEN: No, no, I'm just asking 4 this. 5 MS. DUNN: Sure. 09:58:19 6 MR. VERHOEVEN: Are you moving to strike 7 Mr. Kalanick's testimony about what he said during 8 the meeting? 9 MS. DUNN: I would have to have the 10 court reporter read that back at this point. All I 09:58:31 11 see right now is that the question on the table is 12 a misstatement of Mr. Kalanick's previous 13 testimony. 14 MR. VERHOEVEN: Well, that's the 15 testimony I'm talking about. 09:58:37 16 MS. DUNN: Well, do you want to take the 17 time to find his -- we could do that. 18 Q. (By Mr. Verhoeven) What did you say 19 during the meeting about your concern? 20 A. Okay. 09:58:55 21 MS. DUNN: Objection. I'm going to 22 instruct the witness not to answer on the basis of 23 privilege. 24 Q. (By Mr. Verhoeven) Do you remember 25 testifying that you really, really wanted to tell 09:59:20 Page 86</p>	<p>1 Q. What -- what do you base that on? 10:00:26 2 A. Well, he was -- he was pushing his 3 attorney. 4 MS. DUNN: Objection on the basis of 5 privilege. I'm going to instruct the witness not 10:00:38 6 to answer. 7 Q. (By Mr. Verhoeven) Did he say anything 8 to you during the meeting on this subject, 9 Mr. Levandowski? 10 A. Yes. 10:00:47 11 Q. What did he say? 12 A. So there's -- the reason this is a little 13 bit confusing or tricky for me is that there were 14 different people in that room at different times. 15 In some cases, his personal attorney; in some 10:01:07 16 cases, various attorneys from our side. So I am... 17 Q. When you made the statement -- 18 A. Right. 19 Q. -- that you testified to earlier -- 20 A. Yeah. 10:01:20 21 Q. -- were there attorneys at the meeting? 22 A. Which statement are we talking about? 23 Q. When you expressed your concern? 24 A. Concern? 25 Q. About the Fifth Amendment assertion? 10:01:29 Page 88</p>
<p>1 the Court whatever Mr. Levandowski had to say 09:59:23 2 during that meeting? 3 MR. CHATTERJEE: Same objections as the 4 motion to strike. 5 THE DEPONENT: I remember being very 09:59:32 6 clear with Mr. Levandowski and with others in the 7 room my desire for Uber and the Court to be able to 8 get to the bottom of this and get to the facts. 9 Q. (By Mr. Verhoeven) And did you express 10 that to Mr. Levandowski? 09:59:54 11 A. Yes, I did. 12 Q. And what did he say? 13 MR. CHATTERJEE: Same objections. 14 THE DEPONENT: I don't remember what he 15 said, specifically. 10:00:02 16 Q. (By Mr. Verhoeven) What did he say 17 generally? 18 A. He -- he seemed to want to testify. 19 Q. Okay. Did he -- how did he express that? 20 I mean, it's hard for me to understand when you say 10:00:15 21 something like, he seemed to want to. 22 A. Yeah. 23 Q. So that's why I am asking these 24 questions. 25 A. Yeah. 10:00:20 Page 87</p>	<p>1 A. Yeah, there were. 10:01:31 2 Q. You said that you were -- you very, very 3 much wanted -- 4 A. Yes. 5 Q. -- to tell the story? 10:01:35 6 So I believe you said that 7 Mr. Levandowski's private attorney responded to 8 that statement? 9 A. So there were -- there was a concern -- 10 sorry. I made it clear where I stood. I know 10:01:45 11 Angela Padilla was in the room. I know that 12 Anthony was in the room. 13 At some point, we had Anthony's personal 14 attorney come to the office, so we could have a -- 15 a -- we could get into a higher fidelity 10:02:02 16 conversation, if that makes sense. 17 Q. Okay. 18 A. There are different parts of this 19 conversation, some of it with -- so, earlier, some 20 of it with Angela Padilla, myself, Anthony, maybe 10:02:14 21 others; and then later in that conversation, 22 Anthony's personal attorney. 23 Q. Okay. 24 A. So it's not, I think, what you're 25 characterizing as a conversation I was having where 10:02:31 Page 89</p>



<p>1 a personal attorney responded, was not necessarily 10:02:35 2 how it happened. 3 But I can tell you what -- I can say 4 what -- where I was, how I generally felt and the 5 opinions that I expressed during that discussion. 10:02:47 6 Q. Okay. Before I ask you about that -- 7 A. Yeah. 8 Q. -- I think you already testified to this, 9 but I'm little confused. I'm going to ask again. 10 A. Okay. 10:02:58 11 Q. Did you ever -- did you have any 12 conversations with Mr. Levandowski about his 13 assertion of the Fifth Amendment when there weren't 14 attorneys in the room, privately? 15 A. I did not. 10:03:08 16 Q. Okay. What did you -- sorry, I'm just 17 checking on something. I will be just one second. 18 What opinions did you express during the 19 discussion that you just referenced to two answers 20 ago? 10:04:00 21 MS. DUNN: Objection to form. 22 THE DEPONENT: It was really important 23 for Uber to get to the bottom of the allegations 24 that Waymo made. There's a lot of work we can do 25 without Anthony, but there's a lot of things that 10:04:17 Page 90</p>	<p>1 to -- he wanted to have the sort of the work that 10:05:50 2 he did, so he could show that he earned that bonus. 3 Q. So he admitted that he still had the 4 files? 5 MS. DUNN: Objection to form. 10:06:35 6 THE DEPONENT: No, he did not admit that. 7 Q. (By Mr. Verhoeven) What files did he say 8 he had? 9 A. He didn't say he had any files. 10 Q. Did you ask him? 10:06:43 11 A. I don't remember if we did or not. We 12 may have. I don't think he did, though. 13 Q. Did you come to learn during this meeting 14 whether or not he still had stolen Google files? 15 MS. DUNN: Objection to form. 10:07:02 16 MR. CHATTERJEE: Join. 17 THE DEPONENT: My -- my recollection is 18 that he did not have any Google files. 19 Q. (By Mr. Verhoeven) And what is that 20 based on? 10:07:09 21 A. The conversation. 22 Q. Okay. So did someone say that to you? 23 A. I can't remember specifically words or 24 what have you, but that's my recollection of the 25 conversation. 10:07:24 Page 92</p>
<p>1 only Anthony could answer. 10:04:19 2 It was very important for him to provide 3 those facts. And it was very important for him to 4 cooperate with Uber and very important for him to 5 cooperate with the Court. 10:04:31 6 Q. (By Mr. Verhoeven) Okay. And what did 7 Mr. -- Mr. Levandowski was in the room when you 8 said this, correct? 9 A. Yes. 10 Q. What did he say in response? 10:04:40 11 A. I don't remember his specific response, 12 but I remember him being very willing and wanting 13 to go into those facts and cooperate with the 14 Court. 15 Q. Did he tell you at that meeting what the 10:04:58 16 facts were? 17 A. Yes. 18 Q. What did he say? 19 A. He -- he repeated the -- the downloading 20 while at home explanation, but also added that he 10:05:15 21 was incredibly worried at the time about a very 22 large bonus that he was supposed to get from 23 Google. 24 And he felt, essentially, like Google was 25 going to stiff him on his bonus. And he wanted 10:05:38 Page 91</p>	<p>1 Q. Who did you learn -- where did that -- 10:07:24 2 withdrawn. Sorry. 3 That recollection you are talking about, 4 did somebody say something that gave you that 5 recollection or gave you the information that you 10:07:32 6 are recalling? 7 MS. DUNN: Objection to form. 8 THE DEPONENT: I feel like that was part 9 of the conversation, but I can't specifically 10 pinpoint who said what. 10:07:43 11 Q. (By Mr. Verhoeven) What did Levandowski 12 say about whether he had the files or not? 13 A. I don't -- I don't remember. 14 Q. Did it seem strange to you, this story he 15 was telling about wanting to have the files to show 10:08:00 16 this contribution? 17 MS. DUNN: Objection to form. 18 THE DEPONENT: It seemed unfortunate. 19 Whether it was strange or not, I don't know, but it 20 was certainly unfortunate. 10:08:16 21 Q. (By Mr. Verhoeven) Why would -- why 22 would it make sense for an employee to steal 23 corporate files for the purpose of showing that 24 they are entitled to a bonus? 25 MS. DUNN: Objection to form. 10:08:28 Page 93</p>

1 MR. CHATTERJEE: Join. 10:08:29	1 hypothetical, I would agree, yes. 10:10:14
2 THE DEPONENT: I am not saying what he	2 Q. (By Mr. Verhoeven) So did you say to
3 did was smart.	3 Mr. Levandowski, that doesn't make any sense?
4 Q. (By Mr. Verhoeven) Okay. Wouldn't the	4 A. Something along those lines, yes.
5 employer just immediately not give him the bonus 10:08:39	5 Q. What do you remember saying? 10:10:25
6 once they learned that the files had been stolen?	6 A. I remember insulting his intelligence.
7 MS. DUNN: Objection to form.	7 Q. Okay. So you said something like, that's
8 THE DEPONENT: I -- I can't speak for	8 stupid, or what did you say?
9 Google on that matter.	9 A. That's pretty F'ing dumb.
10 Q. (By Mr. Verhoeven) What would you do if 10:08:50	10 Q. Okay. I appreciate you editing yourself 10:10:47
11 a top one of your engineers left and joined a	11 there.
12 competitor and called you up and said, you better	12 A. Yeah, I -- I was trying to find the way
13 give me this bonus that I'm due because I have	13 to do that.
14 taken your files?	14 Q. You were pretty pissed off?
15 MR. CHATTERJEE: Form. 10:09:05	15 A. I was more just disappointed. 10:10:58
16 MS. DUNN: Objection to form.	16 Q. What did he say.
17 THE DEPONENT: Well, first, it's not	17 You okay?
18 clear that that is what happened in this case.	18 A. Yeah, I'm okay.
19 Q. (By Mr. Verhoeven) Right.	19 Q. You want to take a break?
20 A. So I -- 10:09:12	20 A. No, no, let's keep going. 10:11:09
21 Q. But in that scenario, what you would do?	21 Q. You need some more water or anything?
22 MS. DUNN: Objection to form.	22 A. No. It's okay. I was just disappointed,
23 THE DEPONENT: I would --	23 as you can imagine.
24 MR. CHATTERJEE: Join.	24 Q. Okay. What did he say?
25 THE DEPONENT: I would respond pretty 10:09:18	25 A. Let's see. I think he agreed. Yes. 10:11:19
Page 94	Page 96
1 seriously to that kind of discussion. 10:09:19	1 Q. But you don't recall asking if he still 10:11:28
2 Q. (By Mr. Verhoeven) What -- how -- in	2 had those files?
3 what way?	3 A. I don't recall --
4 A. I mean, it's -- there's a lot of details	4 MR. CHATTERJEE: Form.
5 beyond that, that I would have to look into in that 10:09:28	5 THE DEPONENT: -- that specific -- 10:11:32
6 particular hypothetical, but I would take that	6 that -- that specific part of that discussion. I
7 conversation very seriously and take very serious	7 do recollect coming out of that meeting feeling
8 action.	8 like he didn't have any -- that he did not have in
9 Q. It's fair to say that wouldn't increase	9 his possession any files.
10 the likelihood that you'd pay them the bonus? 10:09:37	10 Q. (By Mr. Verhoeven) Do you remember him 10:11:52
11 MS. DUNN: Objection to form.	11 saying anything else about this story that he's
12 THE DEPONENT: Look, I certainly wouldn't	12 telling you?
13 wait a year to do something about it.	13 MS. DUNN: Objection to form.
14 Q. (By Mr. Verhoeven) But in my	14 THE DEPONENT: No.
15 hypothetical, if you were presented with the fact 10:09:49	15 Q. (By Mr. Verhoeven) Did you -- he 10:12:01
16 that this -- this -- this -- excuse me. Let me	16 previously told everyone that he just had files --
17 start again.	17 had those files so he could work from home, right?
18 In my hypothetical, the fact that you	18 A. Correct.
19 were presented with stolen documents by this former	19 MR. CHATTERJEE: Form.
20 employee certainly wouldn't increase the likelihood 10:10:03	20 Q. (By Mr. Verhoeven) So what he was saying 10:12:10
21 that Uber would pay this employee the bonus?	21 now is inconsistent with what he said previously;
22 MS. DUNN: Same objection.	22 fair?
23 Q. (By Mr. Verhoeven) Is that fair?	23 MR. CHATTERJEE: Form.
24 MR. CHATTERJEE: Form.	24 MS. DUNN: Objection to form.
25 THE DEPONENT: In -- in that 10:10:13	25 THE DEPONENT: It was -- it was in 10:12:15
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<p>1 addition to working from home and downloading 10:12:17 2 files, he brought this new information, yes. 3 Q. (By Mr. Verhoeven) So did you say, why 4 the heck didn't you tell us about this before? 5 A. It was more like, why are you so F'ing -- 10:12:29 6 Q. Stupid. 7 A. -- stupid, yeah. Because, yeah, it just 8 didn't make -- it was just not... 9 Q. It didn't make any sense? 10 A. Yeah. It -- it -- it felt like he was so 10:12:51 11 insecure about this bonus that he started doing 12 irrational things. 13 Q. Did you ask him? You know, did you 14 explain that this seemed irrational and asked him 15 why he did it? 10:13:06 16 MR. CHATTERJEE: Form. 17 MS. DUNN: Form. 18 THE DEPONENT: I remember something along 19 those lines. I can't say the specifics words, but 20 he didn't have -- he didn't have a really -- I -- I 10:13:22 21 think he realized how dumb it was, too. 22 Q. (By Mr. Verhoeven) Do you remember what 23 he said -- how he expressed that? 24 A. It was more just acknowledging my point, 25 almost as if it were a rhetorical question. 10:13:35 Page 98</p>	<p>1 A. Correct. 10:14:57 2 MS. DUNN: Objection to form. 3 MR. CHATTERJEE: Join. 4 Q. (By Mr. Verhoeven) But you don't recall 5 anyone asking him if he used the documents in 10:15:05 6 connection with trying to get the bonus? 7 MS. DUNN: Same objection. 8 THE DEPONENT: Yeah, I don't -- 9 MR. CHATTERJEE: Join. 10 THE DEPONENT: I don't remember a 10:15:12 11 specific part of a dialogue like that, but I 12 certainly -- 13 Say that question one more time. I want 14 to make sure I get it right. 15 (Discussion off the stenographic record.) 10:15:37 16 Q. (By Mr. Verhoeven) So the question was: 17 You don't recall anyone asking him if he used the 18 documents, the stolen documents, in connection with 19 trying to get his bonus? 20 MR. CHATTERJEE: Form. 10:15:53 21 MS. DUNN: Form. 22 THE DEPONENT: So I don't recollect that, 23 like -- I don't recollect the conversation or a 24 specific part of a question answered like that. 25 I remember coming away from it feeling 10:16:03 Page 100</p>
<p>1 Q. Did you ask him any questions about, 10:13:43 2 well, what did he do with these files? Did he use 3 them to get his bonus? 4 MS. DUNN: Objection to form. 5 MR. CHATTERJEE: Join. 10:14:00 6 THE DEPONENT: Not -- it was -- it was 7 more like he -- he had a moment of insecurity and 8 just did something dumb. 9 Q. (By Mr. Verhoeven) Did you ask him 10 whether he told Google about these files, since he 10:14:13 11 took them for the purpose of showing his 12 contributions in order to get a bonus? 13 MR. CHATTERJEE: Form. 14 THE DEPONENT: I don't rem- -- 15 MS. DUNN: Form. 10:14:28 16 THE DEPONENT: I don't remember whether 17 that specific question was asked, but I remember 18 feeling like that conversation with Google never 19 happened, that -- I feel like he got his bonus, 20 is -- is my recollection of how that conversation 10:14:45 21 went. 22 Q. (By Mr. Verhoeven) Fair to say you came 23 away with the impression that he didn't need to use 24 those documents or didn't disclose those documents 25 in connection with getting his bonus? 10:14:55 Page 99</p>	<p>1 like he got his bonus and didn't have to have that 10:16:07 2 kind of conversation or... 3 Q. (By Mr. Verhoeven) But for the record, 4 you don't remember anything more specific than 5 that? 10:16:19 6 A. That's correct. 7 Q. Okay. Did you consider what he did to be 8 illegal? 9 MS. DUNN: Objection. 10 MR. CHATTERJEE: Form. 10:16:25 11 MS. DUNN: Form. 12 Q. (By Mr. Verhoeven) Taking the documents? 13 A. In that discussion, I was starting to 14 learn what the law -- what is the law around these 15 things. 10:16:35 16 Q. Did you consider it improper? 17 A. Yes. 18 MR. CHATTERJEE: Form. 19 MS. DUNN: Objection. Form. 20 THE DEPONENT: Yes. 10:16:39 21 Q. (By Mr. Verhoeven) Why didn't you fire 22 him then? 23 A. I was really hopeful that he would 24 cooperate and tell the Court the facts of the 25 matter, cooperate with our investigation. And that 10:17:02 Page 101</p>

<p>1 was part of what this discussion was about, was 10:17:05 2 just make the declaration, testify. 3 And it may be that I was holding onto 4 that possibility, trying to -- trying to get him to 5 cooperate with the Court, with our investigation 10:17:26 6 internally. 7 And, you know, it was F'ing stupid. It 8 was -- it -- it -- yeah. It it just felt like if 9 he could -- if he could just say what he did and 10 why, and that -- if you just cooperate, that would 10:17:55 11 have been great. 12 Q. Is the reason you didn't fire him because 13 you still wanted him to cooperate in the defense of 14 the case? 15 MS. DUNN: Objection to form. 10:18:05 16 THE DEPONENT: I wanted to him cooperate 17 with the Court and the Court's order. 18 Q. (By Mr. Verhoeven) Did you feel that 19 fire -- firing him would make him less likely to do 20 that? 10:18:15 21 MS. DUNN: Objection to form. 22 THE DEPONENT: I didn't feel that 23 specifically, no. 24 Q. (By Mr. Verhoeven) But you understood at 25 that meeting that, in fact, Mr. Levandowski 10:18:31 Page 102</p>	<p>1 THE DEPONENT: I mean, the whole 10:19:40 2 conversation was basically about the nuances of 3 pleading the Fifth, privilege, you know, legal 4 things that I didn't always understand. But -- but 5 for me just felt so straightforward, and was 10:20:03 6 obviously disappointed. 7 Q. (By Mr. Verhoeven) Did he or his 8 attorneys say why he was -- he was asserting the 9 Fifth? 10 MS. DUNN: Objection to form. 10:20:12 11 MR. CHATTERJEE: Join. 12 THE DEPONENT: Yes. 13 Q. (By Mr. Verhoeven) What did they say? 14 MS. DUNN: Objection. I'm going to 15 instruct the witness not to answer. 10:20:21 16 MR. VERHOEVEN: He waived the 17 attorney-client privilege. 18 MS. DUNN: That's not true. The 19 witness -- 20 MR. VERHOEVEN: I'm going to move to 10:20:31 21 compel, so you know. 22 MS. DUNN: So I make my record, the 23 witness has explained that there wasn't one 24 meeting -- 25 MR. VERHOEVEN: I don't need -- I don't 10:20:35 Page 104</p>
<p>1 intended to just -- was going to assert the 10:18:33 2 Fifth Amendment, correct? 3 A. We -- we understood -- I understood from 4 that meeting that it was likely. And I -- and I 5 think I held hope -- held onto hope that either he 10:18:44 6 wouldn't or that we could eventually get him to 7 not. 8 Q. Okay. But you were told that he would at 9 that meeting? 10 A. We were told that he most likely would, 10:18:56 11 yes. 12 Q. Okay. And was that before he actually 13 did assert the Fifth Amendment? 14 A. I think so. 15 MS. DUNN: Objection to form. 10:19:04 16 Q. (By Mr. Verhoeven) How soon? 17 MR. CHATTERJEE: Join. 18 THE DEPONENT: It felt very close to the 19 timing. I don't know exactly, but it felt very 20 close. 10:19:13 21 Q. (By Mr. Verhoeven) Do you recall anyone 22 else at the meeting saying anything about this new 23 story that he told? 24 MS. DUNN: Objection to form. 25 MR. CHATTERJEE: Join. 10:19:39 Page 103</p>	<p>1 need you to coach the witness. 10:20:36 2 MS. DUNN: I am not. 3 MR. VERHOEVEN: Okay. 4 MS. DUNN: He's already testified to 5 this. 10:20:40 6 MR. VERHOEVEN: I don't need you to talk 7 about what the witness has said. 8 All right? 9 MS. DUNN: Charlie. 10 MR. VERHOEVEN: You got a legal 10:20:44 11 objection, put it on the record. 12 MS. DUNN: I would like to get my record. 13 MR. VERHOEVEN: No. I strongly object to 14 you coaching the witness. You're prohibited from 15 doing so by Judge Alsup's orders. 10:20:52 16 MS. DUNN: And I am not -- 17 MR. VERHOEVEN: You can object to the 18 form or you can assert to attorney-client 19 privilege. If you want to say something in a brief 20 later, that's fine. 10:21:00 21 MS. HAAG: I can walk out with 22 Mr. Kalanick, if you would like me to. You can 23 make a record outside of his presence. 24 MR. VERHOEVEN: That's perfectly fine 25 with me. 10:21:15 Page 105</p>

1 MS. DUNN: That's a great idea. 10:21:19	1 The time is 10:24. 10:24:47
2 THE VIDEOGRAPHER: Shall we -- shall we	2 (Recess taken.)
3 go off the record?	3 THE VIDEOGRAPHER: This marks the
4 MS. DUNN: No, just stay on the record.	4 beginning of DVD No. 2 in the deposition of
5 MR. VERHOEVEN: Yeah, this won't count 10:21:22	5 Travis Kalanick. Going back on the record. The 10:35:56
6 for our time.	6 time is 10:35 a.m.
7 Agreed?	7 Q. (By Mr. Verhoeven) Did you have any
8 MS. DUNN: I will agree to that.	8 conversation during this break about your testimony
9 So the witness has already testified --	9 with Counsel?
10 MR. VERHOEVEN: Do you want this on the 10:21:29	10 A. I did not. 10:36:10
11 record or not?	11 Q. What about the last break?
12 MS. DUNN: Yes, this is on the record.	12 A. No.
13 Are we on the record?	13 Q. Okay.
14 THE VIDEOGRAPHER: We are on the record.	14 A. I watched YouTube videos.
15 MS. DUNN: The witness has -- 10:21:37	15 Q. So when you learned this story about 10:36:33
16 MR. VERHOEVEN: Note this.	16 Mr. Levandowski taking the Google documents
17 THE VIDEOGRAPHER: You want --	17 allegedly for use in connection with his bonus, you
18 MR. VERHOEVEN: I just want you to note	18 didn't fire him as a result of that immediately,
19 when this started.	19 right?
20 THE VIDEOGRAPHER: Thank you. 10:21:43	20 MS. DUNN: Form. 10:36:59
21 Continue.	21 MR. CHATTERJEE: Form.
22 MS. DUNN: The witness has already	22 THE DEPONENT: That is correct.
23 testified that this was an evening with not just	23 Q. (By Mr. Verhoeven) You knew, generally,
24 one meeting in it, and that there were people in	24 what areas he was working on at Google, right?
25 and out. And so we -- his testimony just now is 10:21:51	25 A. Yes. 10:37:16
Page 106	Page 108
1 about a conversation that he had with 10:21:57	1 Q. And you knew that he was working on those 10:37:17
2 Mr. Levandowski.	2 same areas at Uber, right?
3 And it remains unestablished who also was	3 MS. DUNN: Form.
4 in the room during that conversation. And Counsel	4 MR. CHATTERJEE: Form.
5 is asking him about other conversations that he had 10:22:08	5 THE DEPONENT: I would disagree with 10:37:25
6 that he's testified to.	6 that. It's just -- the kind of work that he was
7 So we -- the conversation that	7 doing at Uber was different.
8 Mr. Kalanick has just testified to where	8 Q. (By Mr. Verhoeven) How so?
9 Mr. Levandowski explained to him the reason for the	9 A. Because he was overseeing a really large
10 downloading is not a privileged conversation. 10:22:26	10 division, like several hundred to even maybe a 10:37:36
11 There were other conversations in that	11 thousand people and overseeing large parts, like --
12 same night that are privileged. And so we are	12 a vast majority of which was not related to what he
13 waiving no privileges, but we maintain the	13 was doing before.
14 privilege over the conversations that were	14 Q. He was overseeing all of your AV research
15 privileged. 10:22:39	15 and development? 10:37:51
16 And the conversation that Mr. Kalanick	16 A. Correct.
17 has just testified to is not privileged.	17 Q. And his work when he was at Google
18 MR. VERHOEVEN: I obviously disagree with	18 concerned AV, right?
19 virtually everything you just said.	19 A. My understanding was, his work was very
20 MS. DUNN: I assumed you would. 10:22:52	20 focused on the hardware and sensor side of things 10:38:02
21 MR. VERHOEVEN: The record -- record will	21 at his previous employer, yeah.
22 speak for itself.	22 Q. In the AV area?
23 MS. DUNN: Well, I'm sure we'll do more	23 A. Correct, yes.
24 speaking on this topic.	24 Q. Okay. And you -- your understanding was
25 THE VIDEOGRAPHER: Going off the record. 10:24:47	25 focused on the -- I am sorry, the hardware and 10:38:16
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<p>1 software of what? 10:38:18</p> <p>2 A. Sorry, the hardware and sensors.</p> <p>3 Q. Okay.</p> <p>4 A. That's my understanding of where he was</p> <p>5 focused on. 10:38:23</p> <p>6 Q. The lidar sensors?</p> <p>7 A. Yes.</p> <p>8 Q. Okay. Now, when you learned this, I will</p> <p>9 just call it the "new theory." You know what I'm</p> <p>10 talking about when I say that? 10:38:34</p> <p>11 MS. DUNN: Objection. Form.</p> <p>12 Q. (By Mr. Verhoeven) Or I'll use whatever</p> <p>13 catch phrase you'd like to use so I don't have to</p> <p>14 repeat it.</p> <p>15 You learned his bonus story? 10:38:40</p> <p>16 A. The bonus explanation.</p> <p>17 MS. DUNN: Objection to form.</p> <p>18 THE DEPONENT: The bonus explanation.</p> <p>19 Q. (By Mr. Verhoeven) The bonus</p> <p>20 explanation. That's better. 10:38:45</p> <p>21 A. Okay.</p> <p>22 Q. When you learned the bonus explanation,</p> <p>23 you didn't -- you don't recall telling him to --</p> <p>24 strike that -- withdraw that.</p> <p>25 When you learned the bonus explanation, 10:39:00</p> <p style="text-align: right;">Page 110</p>	<p>1 generally, he didn't. He didn't have very much 10:40:09</p> <p>2 input into those things from the beginning.</p> <p>3 Q. (By Mr. Verhoeven) Did you take steps</p> <p>4 to -- you personally -- take any steps to ascertain</p> <p>5 whether he did or didn't? 10:40:23</p> <p>6 A. I mean, I had members of my team</p> <p>7 obviously look into that and, overall, just conduct</p> <p>8 an investigation about how did we build our</p> <p>9 lidar -- sort of our ongoing lidar sensor.</p> <p>10 Q. And -- 10:40:42</p> <p>11 A. It was part of this litigation, of</p> <p>12 course. There was a huge effort: discovery,</p> <p>13 otherwise. You know, you -- I think there were</p> <p>14 situations where Waymo's people could go into our</p> <p>15 offices and inspect and, like, look at servers and 10:40:57</p> <p>16 things like this.</p> <p>17 Yeah, so I -- I feel like we had a pretty</p> <p>18 broad effort to make sure that we had built our</p> <p>19 lidar system from the ground up. And I continue to</p> <p>20 be very confident that we did. 10:41:15</p> <p>21 Q. So I'm asking you, though, not -- not the</p> <p>22 whole organization.</p> <p>23 A. I mean, look, I -- I oversee a lot more</p> <p>24 than just -- I mean, this is one very small part of</p> <p>25 the overall thing. 10:41:27</p> <p style="text-align: right;">Page 112</p>
<p>1 did -- to your knowledge, did you or anyone else 10:39:02</p> <p>2 attempt to determine what the content of those</p> <p>3 documents that he talked about were?</p> <p>4 MS. DUNN: Form.</p> <p>5 MR. CHATTERJEE: Form. 10:39:13</p> <p>6 THE DEPONENT: The -- the general</p> <p>7 understanding I had coming out of that discussion</p> <p>8 was that he did not possess any of these files.</p> <p>9 Q. (By Mr. Verhoeven) Regardless of whether</p> <p>10 he possessed them or not, do you recall whether you 10:39:26</p> <p>11 or Uber attempted to learn what the subject matter</p> <p>12 of the information contained in those documents</p> <p>13 was?</p> <p>14 MS. DUNN: Form.</p> <p>15 THE DEPONENT: No. 10:39:37</p> <p>16 Q. (By Mr. Verhoeven) Okay. Given that you</p> <p>17 knew he worked on lidar, the hardware and sensors,</p> <p>18 at -- whether it was at Google --</p> <p>19 A. No.</p> <p>20 Q. -- why didn't you make sure that he 10:39:53</p> <p>21 didn't have any input at this point in time at Uber</p> <p>22 with regard to those same technological areas?</p> <p>23 MS. DUNN: Form.</p> <p>24 MR. CHATTERJEE: Form.</p> <p>25 THE DEPONENT: I mean, I -- my belief is, 10:40:09</p> <p style="text-align: right;">Page 111</p>	<p>1 Q. I am not trying to suggest you should 10:41:28</p> <p>2 know. I'm just trying to understand what you do</p> <p>3 know.</p> <p>4 A. Yeah. So I depend on my people to do</p> <p>5 those things. 10:41:35</p> <p>6 Q. Right.</p> <p>7 So did you talk to anyone who wasn't an</p> <p>8 attorney about this investigation? Did you</p> <p>9 instruct anyone, or was it all through the</p> <p>10 attorneys? 10:41:44</p> <p>11 A. It was all through the attorneys.</p> <p>12 Q. And did you -- when you talk about the</p> <p>13 inspections there, did you know that those</p> <p>14 inspections were Court ordered?</p> <p>15 A. The inspections where Waymo people came 10:41:57</p> <p>16 to Uber's offices?</p> <p>17 Q. Yes.</p> <p>18 A. Yes.</p> <p>19 Q. Okay. What was your understanding of the</p> <p>20 order? 10:42:04</p> <p>21 A. I mean, I don't have an overall</p> <p>22 understanding of the order. I mean, I know that --</p> <p>23 I know certain parts of it, but I don't -- I don't</p> <p>24 know the details of it.</p> <p>25 Q. How did you learn about the inspections? 10:42:16</p> <p style="text-align: right;">Page 113</p>

<p>1 A. I think attorneys told me about it. 10:42:20</p> <p>2 Q. How did you learn about the searches on</p> <p>3 the servers?</p> <p>4 MS. DUNN: I will instruct the witness</p> <p>5 not to answer on the basis of privilege things that 10:42:28</p> <p>6 he learned solely from attorneys.</p> <p>7 Q. (By Mr. Verhoeven) So is it all solely</p> <p>8 through attorneys?</p> <p>9 A. Correct.</p> <p>10 Q. Do you personally remember trying to make 10:42:45</p> <p>11 it -- you, not the company and not the attorneys,</p> <p>12 just you.</p> <p>13 A. Yeah.</p> <p>14 Q. And -- and I'm not saying you should</p> <p>15 have. I'm just asking -- I'm just trying to figure 10:42:54</p> <p>16 out what you did.</p> <p>17 A. Okay.</p> <p>18 Q. After you heard the bonus explanation,</p> <p>19 did you personally take any steps to ensure that</p> <p>20 the -- that those documents and the information 10:43:08</p> <p>21 contained therein weren't -- weren't used at Uber?</p> <p>22 A. So I personally only interacted with</p> <p>23 various other attorneys to make sure that -- to</p> <p>24 verify, I would say, first, ask the question: Did</p> <p>25 those files come across or not? 10:43:37</p> <p style="text-align: right;">Page 114</p>	<p>1 A. I was holding on to the prospect of him 10:45:06</p> <p>2 cooperating with the company on its investigation.</p> <p>3 I felt -- you know, I -- I -- I felt like it was</p> <p>4 possible that he would testify.</p> <p>5 Q. But at that time, you were being -- 10:45:34</p> <p>6 A. Yeah.</p> <p>7 Q. -- informed that he would not, correct?</p> <p>8 A. Yeah. (Deponent nods head.)</p> <p>9 Q. He reported directly to you,</p> <p>10 Mr. Levandowski, correct? 10:45:41</p> <p>11 A. Correct.</p> <p>12 Q. At some point, you learned that he had</p> <p>13 taken the Fifth Amendment in court?</p> <p>14 A. Yeah.</p> <p>15 Q. Do you remember when that was? 10:45:51</p> <p>16 A. It was, you know, right around the time</p> <p>17 he did.</p> <p>18 Q. Shortly after the meeting?</p> <p>19 A. Yeah.</p> <p>20 Q. Okay. Did you have any conversation with 10:45:59</p> <p>21 Mr. Levandowski after that point about him taking</p> <p>22 the Fifth?</p> <p>23 MS. DUNN: Form.</p> <p>24 THE DEPONENT: Only -- if -- if at all,</p> <p>25 it was with attorneys in the room. 10:46:12</p> <p style="text-align: right;">Page 116</p>
<p>1 And verify if -- if we -- all the 10:43:40</p> <p>2 information we got is that they hadn't, let's</p> <p>3 verify that. Let's make sure. And prior to the</p> <p>4 bonus explanation or pleading the Fifth, we had</p> <p>5 already done a huge amount of work to verify that 10:43:55</p> <p>6 that was the case.</p> <p>7 Q. So I think my question was directed to</p> <p>8 you and what you did and --</p> <p>9 A. And --</p> <p>10 Q. Let me just ask the question. 10:44:15</p> <p>11 So after you learned the bonus</p> <p>12 explanation, did you personally do anything in</p> <p>13 addition to what your attorneys were doing as a</p> <p>14 result of that?</p> <p>15 MR. CHATTERJEE: Form. 10:44:31</p> <p>16 MS. DUNN: Form.</p> <p>17 THE DEPONENT: I am trying to remember</p> <p>18 anything specifically. I don't know if anything</p> <p>19 specific comes to mind on that front, simply</p> <p>20 because there was already such a very serious and 10:44:43</p> <p>21 broad and -- just effort with huge resources put to</p> <p>22 it to -- to -- along those lines.</p> <p>23 Q. (By Mr. Verhoeven) Once you learned from</p> <p>24 Mr. Levandowski himself about the bonus</p> <p>25 explanation, why didn't you fire him? 10:45:00</p> <p style="text-align: right;">Page 115</p>	<p>1 Q. (By Mr. Verhoeven) Okay. Do you 10:46:14</p> <p>2 remember any conversation you had with</p> <p>3 Mr. Levandowski about his taking the Fifth other</p> <p>4 than what you've already testified to?</p> <p>5 A. Other than attorneys being in the room, 10:46:25</p> <p>6 no.</p> <p>7 Q. So after he took the Fifth, you don't</p> <p>8 remember -- going forward in time -- having any</p> <p>9 conversations with him about him taking the Fifth</p> <p>10 or taking any documents? 10:46:35</p> <p>11 MS. DUNN: Objection to form.</p> <p>12 THE DEPONENT: I don't remember. I don't</p> <p>13 remember any specific conversation to that -- in --</p> <p>14 in that regard.</p> <p>15 Q. (By Mr. Verhoeven) How about generally? 10:46:43</p> <p>16 A. Again, like, there may have been -- there</p> <p>17 may have been something with an attorney in the</p> <p>18 room, but not outside.</p> <p>19 Q. Once you learned that he had taken the</p> <p>20 Fifth in open court, at that point, why didn't you 10:46:56</p> <p>21 fire him? I mean, you said before --</p> <p>22 A. Yeah.</p> <p>23 Q. -- you hoped he wouldn't, but then he</p> <p>24 did.</p> <p>25 So at that point, why didn't you fire 10:47:07</p> <p style="text-align: right;">Page 117</p>



<p>1 him? 10:47:09</p> <p>2 MS. DUNN: Form.</p> <p>3 THE DEPONENT: You know, I just -- I felt</p> <p>4 that he had done something that was F'ing stupid.</p> <p>5 I -- I didn't feel like he had stolen anything. I 10:47:26</p> <p>6 knew that it hadn't gotten over to Uber.</p> <p>7 I felt a little bullied by Google</p> <p>8 generally with how the initial complaint was and</p> <p>9 where it -- where the facts actually were. You</p> <p>10 know, if I were to do it over again, I probably 10:47:47</p> <p>11 would have immediately. It took a little more</p> <p>12 time, but I eventually got there.</p> <p>13 Q. (By Mr. Verhoeven) You say you felt he</p> <p>14 didn't do anything, but you didn't know that</p> <p>15 because he was taking the Fifth Amendment, correct? 10:48:01</p> <p>16 MS. DUNN: Form.</p> <p>17 THE DEPONENT: I believe -- I believe</p> <p>18 then, and continue to believe, the explanation that</p> <p>19 I got on that evening.</p> <p>20 Q. (By Mr. Verhoeven) So why did he take 10:48:16</p> <p>21 the Fifth, given that explanation?</p> <p>22 MR. CHATTERJEE: Form.</p> <p>23 MS. DUNN: Form.</p> <p>24 THE DEPONENT: This is what -- this was a</p> <p>25 big part of what that discussion was about. I -- I 10:48:23</p> <p style="text-align: right;">Page 118</p>	<p>1 Mr. Levandowski in the presence of his counsel. 10:49:34</p> <p>2 THE DEPONENT: I probably can't answer</p> <p>3 that question. I cannot answer that question.</p> <p>4 Q. (By Mr. Verhoeven) Did he -- let me ask</p> <p>5 you this without disclosing what he said. 10:49:42</p> <p>6 Did he say -- did he say something to you</p> <p>7 about that?</p> <p>8 MS. DUNN: Same --</p> <p>9 Q. (By Mr. Verhoeven) Yes or no?</p> <p>10 MS. DUNN: -- instruction to the witness. 10:49:53</p> <p>11 THE DEPONENT: I can't speak to this</p> <p>12 because of the -- his -- his counsel being in the</p> <p>13 room for this part of the discussion.</p> <p>14 MR. VERHOEVEN: Will you let him answer</p> <p>15 yes or no whether Mr. Levandowski spoke to him at 10:50:04</p> <p>16 that meeting about this subject?</p> <p>17 MS. DUNN: Since you asked --</p> <p>18 MR. VERHOEVEN: You can just tell me, yes</p> <p>19 or no.</p> <p>20 MS. DUNN: He's -- well, the problem -- 10:50:15</p> <p>21 MR. VERHOEVEN: I don't want a speech.</p> <p>22 MS. DUNN: I understand you don't want a</p> <p>23 speech.</p> <p>24 MR. VERHOEVEN: I withdraw the question.</p> <p>25 MS. DUNN: Well -- 10:50:20</p> <p style="text-align: right;">Page 120</p>
<p>1 personally don't believe he should have. 10:48:25</p> <p>2 Q. (By Mr. Verhoeven) What's your</p> <p>3 understanding of why he did it?</p> <p>4 MS. DUNN: Form.</p> <p>5 MR. CHATTERJEE: Join. 10:48:35</p> <p>6 THE DEPONENT: My understanding --</p> <p>7 MS. DUNN: Wait -- sorry.</p> <p>8 Q. (By Mr. Verhoeven) You can answer the</p> <p>9 question.</p> <p>10 A. My understanding is that he got advice 10:48:40</p> <p>11 from his counsel to take -- to plead the Fifth.</p> <p>12 Q. And what -- for what reason?</p> <p>13 MS. DUNN: I'm going to caution the</p> <p>14 witness not to answer anything that he knows solely</p> <p>15 from meetings with Mr. Levandowski and his counsel. 10:48:58</p> <p>16 THE DEPONENT: I think in -- I guess what</p> <p>17 I could say is, in an abundance of caution.</p> <p>18 Q. (By Mr. Verhoeven) Did Mr. Levandowski</p> <p>19 tell you he was concerned about being criminally</p> <p>20 prosecuted for what he did? 10:49:17</p> <p>21 A. I think he expressed his lawyer's concern</p> <p>22 over that.</p> <p>23 Q. What did he say?</p> <p>24 MS. DUNN: I'm going to caution the</p> <p>25 witness not to answer anything he knows solely from 10:49:30</p> <p style="text-align: right;">Page 119</p>	<p>1 MR. VERHOEVEN: I withdraw the question. 10:50:20</p> <p>2 If you want to answer yes or no, I don't want a</p> <p>3 speech.</p> <p>4 Q. (By Mr. Verhoeven) Let me just repeat</p> <p>5 it, so the record is clear. 10:50:29</p> <p>6 I'm just asking you, yes or no, not what</p> <p>7 was said or anything like that, and the question</p> <p>8 is: Did Mr. Levandowski personally express to</p> <p>9 you -- did he say to you why he was concerned about</p> <p>10 being criminally prosecuted? 10:50:44</p> <p>11 MS. DUNN: Objection to form.</p> <p>12 MR. CHATTERJEE: Join.</p> <p>13 THE DEPONENT: Not -- probably not</p> <p>14 specifically the way you have put that question.</p> <p>15 There were -- 10:51:00</p> <p>16 Q. (By Mr. Verhoeven) Did he say it</p> <p>17 generally to you?</p> <p>18 A. Say what generally? Like --</p> <p>19 Q. What his concern was for why he's</p> <p>20 asserting the Fifth Amendment. 10:51:06</p> <p>21 A. I think his attorney spoke to that.</p> <p>22 Q. Did -- so my question is: Did</p> <p>23 Mr. Levandowski --</p> <p>24 A. I don't --</p> <p>25 Q. -- say to you -- 10:51:18</p> <p style="text-align: right;">Page 121</p>



<p>1 A. I don't recall him saying that. 10:51:20</p> <p>2 MS. DUNN: The witness was instructed not</p> <p>3 to answer anything that he knows based only on</p> <p>4 conversations with Mr. Levandowski and</p> <p>5 Mr. Levandowski's personal attorney in the room. 10:51:30</p> <p>6 So if you --</p> <p>7 Q. (By Mr. Verhoeven) Did you --</p> <p>8 MS. DUNN: You can ask about meetings</p> <p>9 that did not contain those people.</p> <p>10 Q. (By Mr. Verhoeven) Did you ever have 10:51:40</p> <p>11 conversations about this bonus explanation without</p> <p>12 attorneys in the room?</p> <p>13 A. No.</p> <p>14 Q. What about his taking of the</p> <p>15 Fifth Amendment? Did you ever have any 10:51:49</p> <p>16 conversations with Mr. Levandowski about taking the</p> <p>17 Fifth Amendment without attorneys in the room?</p> <p>18 A. No.</p> <p>19 Q. There a came a time when the public was</p> <p>20 informed that Mr. Levandowski had been removed from 10:52:06</p> <p>21 working in -- on the area -- that was a bad</p> <p>22 question. I withdraw it.</p> <p>23 There came a time when the public was</p> <p>24 informed that Mr. Levandowski was walled off from</p> <p>25 working in the area of LiDAR technology at Uber? 10:52:21</p> <p style="text-align: right;">Page 122</p>	<p>1 repeat the question. 10:53:20</p> <p>2 Was there a recommendation made to fire</p> <p>3 Mr. Levandowski at that point in time?</p> <p>4 MS. DUNN: Same objection. You are</p> <p>5 instructed not to answer if you can only answer 10:53:29</p> <p>6 based on what your conversations were with counsel.</p> <p>7 THE DEPONENT: I cannot answer that</p> <p>8 question.</p> <p>9 Q. (By Mr. Verhoeven) Was the</p> <p>10 recommendation that you referred to about removing 10:53:39</p> <p>11 him from LiDAR based on a conversation with</p> <p>12 attorneys?</p> <p>13 A. It was based on a bunch of conversations,</p> <p>14 some of which were with attorneys.</p> <p>15 Q. Okay. Which ones weren't with attorneys? 10:53:55</p> <p>16 A. I can't remember specific --</p> <p>17 specifically. Just knowing that that kind of</p> <p>18 conversation happened, sometimes with attorneys;</p> <p>19 sometimes without.</p> <p>20 Q. Okay. What do you remember about the 10:54:07</p> <p>21 conversations without attorneys?</p> <p>22 A. That having him work outside of the area</p> <p>23 of this specific technology, which was where the</p> <p>24 complaint was mostly focused, was probably a good</p> <p>25 idea. 10:54:35</p> <p style="text-align: right;">Page 124</p>
<p>1 A. Yes. 10:52:26</p> <p>2 Q. Do you recall that?</p> <p>3 A. Yes.</p> <p>4 Q. Did you make that decision?</p> <p>5 A. I was part of that decision, yes. 10:52:34</p> <p>6 Q. Did you make it? Were you the guy who</p> <p>7 made the call?</p> <p>8 A. I mean, I ultimately approved a</p> <p>9 recommendation, yes.</p> <p>10 Q. Okay. So you could -- you were the guy 10:52:41</p> <p>11 who could have disapproved or approved; you were</p> <p>12 the ultimate decision-maker, correct?</p> <p>13 A. I approved the recommendation that was</p> <p>14 made to me.</p> <p>15 Q. Okay. And what was the recommendation? 10:52:51</p> <p>16 A. That he not work on LiDAR-related</p> <p>17 activities.</p> <p>18 Q. Was there a recommendation that he be</p> <p>19 fired at that point in time?</p> <p>20 A. I think there was a -- 10:53:06</p> <p>21 MS. DUNN: Object on the basis of</p> <p>22 privilege. The witness is instructed not to answer</p> <p>23 based on information he only knows from</p> <p>24 conversations with attorneys.</p> <p>25 Q. (By Mr. Verhoeven) Was a -- I will 10:53:19</p> <p style="text-align: right;">Page 123</p>	<p>1 Q. And what was your understanding of what 10:54:37</p> <p>2 was the reason for that conversation to occur at</p> <p>3 that time?</p> <p>4 MS. DUNN: Form.</p> <p>5 THE DEPONENT: I don't remember. I don't 10:54:45</p> <p>6 remember the specifics.</p> <p>7 Q. (By Mr. Verhoeven) Was there some event</p> <p>8 that occurred that resulted in this conversation?</p> <p>9 MS. DUNN: Form.</p> <p>10 THE DEPONENT: This was before the 10:54:58</p> <p>11 preliminary injunction order?</p> <p>12 Q. (By Mr. Verhoeven) Yes, it was before</p> <p>13 the preliminary injunction.</p> <p>14 A. So it's just -- look, I mean, there's not</p> <p>15 a lot of days between the complaint and the PI 10:55:08</p> <p>16 order. It wasn't a long period of time. So I</p> <p>17 think we are learning as we go, and we are trying</p> <p>18 to figure out what is the right thing to do, given</p> <p>19 the facts we know and what we are learning as we</p> <p>20 go. 10:55:25</p> <p>21 Q. Okay. I understand that. But I am just</p> <p>22 trying to probe your recollection of conversations.</p> <p>23 And you've testified that you had some</p> <p>24 conversations about removing from Mr. Levandowski</p> <p>25 from his work on LiDAR that were with others that 10:55:36</p> <p style="text-align: right;">Page 125</p>

1 were -- where attorneys weren't present, correct? 10:55:40	1 A. I'm -- I'm fairly certain I answered this 10:58:04
2 A. Yeah, and I don't remember the specifics,	2 one.
3 like specific conversations, but know that it was a	3 Q. Well, can you humor me. I am sorry. I
4 general topic of conversation amongst people, some	4 don't remember it.
5 of which were attorneys; some weren't. 10:55:53	5 A. Okay. Well, your memory is a little 10:58:11
6 Q. Which ones did you discuss it where	6 short-term.
7 they -- who -- another bad question. Sorry.	7 Q. It is, indeed.
8 A. That's okay.	8 A. Okay. There's a few things we -- we -- I
9 Q. What conversations on this subject do you	9 was still hopeful that he would testify. I was
10 recall with non-attorneys? 10:56:02	10 still hopeful that he would make a declaration. 10:58:39
11 A. I don't recall specifically which	11 And given what we knew at this point, and
12 conversations. I just know that it was a general	12 given what seemed to be a desire from him to do so,
13 topic of conversation because of all the press and	13 we may have been maybe unrealistically hopeful, but
14 everything that was going on.	14 what we felt at that time, it felt like he would.
15 Q. Do you recall with whom you had these 10:56:19	15 And so we were trying to get to get him 10:59:02
16 conversations that were general?	16 to cooperate with the Court and try to get him to
17 A. Not specifically.	17 cooperate with our own internal investigation, as
18 Q. Do you remember any specific nonlawyer --	18 well.
19 withdraw the question.	19 And looking back, maybe -- you know,
20 Do you remember any nonlawyer that you 10:56:32	20 maybe we were too hopeful. But that's -- that's 10:59:14
21 had such a conversation with?	21 where we ended up.
22 A. No.	22 Q. Okay. You did answer that, but I think I
23 Q. Who made you the recommendation to remove	23 it was when I asked in point in time with the
24 Mr. Levandowski from LiDAR?	24 Fifth Amendment.
25 MS. DUNN: Object on the basis of 10:56:54	25 So this question was specifically to you 10:59:25
Page 126	Page 128
1 privilege, and the witness is instructed not to 10:56:54	1 at the point in time when the recommendation -- 10:59:28
2 answer if it's only something he can answer based	2 A. Yeah.
3 on communications with counsel.	3 Q. -- was made about LiDAR.
4 THE DEPONENT: I can't answer that	4 A. Oh.
5 question. 10:57:01	5 Q. And the answer is the same? 10:59:36
6 Q. (By Mr. Verhoeven) So your lawyers made	6 At the point in time --
7 the recommendation?	7 A. Yeah, these -- well, there wasn't that
8 A. I cannot speak to that question.	8 much time between taking him off of LiDAR and when
9 Q. Do you have an understanding as to why	9 we ultimately made the decision to terminate him.
10 the recommendation was made? 10:57:26	10 There was not many days between that, between those 10:59:49
11 MS. DUNN: Same instruction.	11 two.
12 THE DEPONENT: I can't answer that	12 Q. Okay. But just for the record -- I don't
13 question.	13 know what that means. You have to tell me. So
14 Q. (By Mr. Verhoeven) Were there any other	14 just for the record, the point in time I'm talking
15 recommendations made? 10:57:40	15 about is the point in time in which -- 11:00:03
16 MS. DUNN: Same objection and	16 A. Yeah.
17 instruction.	17 Q. -- you approved the recommendation to
18 MR. VERHOEVEN: On the basis of	18 remove him from LiDAR --
19 privilege?	19 A. Yeah.
20 MS. DUNN: Yes. 10:57:47	20 Q. -- before the preliminary injunction 11:00:11
21 Q. (By Mr. Verhoeven) So why didn't you	21 issued.
22 fire Mr. Levandowski at that point in time --	22 Are you with me there?
23 MS. DUNN: Objection to form.	23 A. Yeah.
24 Q. (By Mr. Verhoeven) -- when this	24 Q. And my question was at that point in
25 recommendation was made? 10:58:03	25 time. 11:00:18
Page 127	Page 129

<p>1 A. Yeah. 11:00:18</p> <p>2 Q. Would you have the same answer?</p> <p>3 A. Same answer. Yes, yes. Yeah.</p> <p>4 Q. You were still hopeful --</p> <p>5 A. Yeah. 11:00:24</p> <p>6 Q. -- that --</p> <p>7 A. Yeah.</p> <p>8 Q. What you said before?</p> <p>9 A. Yeah.</p> <p>10 Q. Okay. How did you become aware that a 11:00:26</p> <p>11 preliminary injunction had issued in this case?</p> <p>12 A. I --</p> <p>13 MS. DUNN: Just instruct the witness not</p> <p>14 to answer things that he only knows based on</p> <p>15 communications with counsel. 11:00:46</p> <p>16 MR. VERHOEVEN: From counsel? Yeah.</p> <p>17 Q. (By Mr. Verhoeven) Okay. Why didn't you</p> <p>18 fire Mr. Levandowski upon issuance of the</p> <p>19 preliminary injunction?</p> <p>20 A. I think there were -- there was a 11:01:10</p> <p>21 decision pretty shortly after that to do so.</p> <p>22 Q. Do you recall any events between the</p> <p>23 preliminary injunction -- that's a bad question.</p> <p>24 There's a period of time that -- there</p> <p>25 was a date when the preliminary injunction 11:01:26</p> <p style="text-align: right;">Page 130</p>	<p>1 So there's a letter we sent him after the 11:02:31</p> <p>2 preliminary injunction letting him know that he</p> <p>3 must -- he's got to cooperate with the Court. And</p> <p>4 then there was a letter two weeks -- something like</p> <p>5 that, something around two weeks -- prior to his 11:02:45</p> <p>6 formal termination that told him that we were going</p> <p>7 to terminate him.</p> <p>8 Q. Okay.</p> <p>9 A. Yeah, something like that, yeah.</p> <p>10 Q. So did the lawyers inform him, to the 11:03:00</p> <p>11 best of your recollection?</p> <p>12 A. I am not sure who informed him.</p> <p>13 Q. Okay. Did you have any discussions with</p> <p>14 him personally about it?</p> <p>15 A. No. 11:03:10</p> <p>16 Q. Have you had any discussions with</p> <p>17 Mr. Levandowski since that time?</p> <p>18 A. About termination or --</p> <p>19 Q. About anything.</p> <p>20 A. He sent one note to me after my mother 11:03:20</p> <p>21 passed away.</p> <p>22 Q. Other than that?</p> <p>23 A. And sent a brief note after I resigned.</p> <p>24 And they were very short.</p> <p>25 Q. Okay. Was the board of directors in any 11:03:34</p> <p style="text-align: right;">Page 132</p>
<p>1 issued -- 11:01:27</p> <p>2 A. Yeah.</p> <p>3 Q. -- and there's a date -- and I can give</p> <p>4 you the dates if you want -- when at least it was</p> <p>5 announced that Mr. Levandowski had been fired? 11:01:35</p> <p>6 A. Yeah.</p> <p>7 Q. And my question is: Do you recall any</p> <p>8 discussions that you were in, in that time period,</p> <p>9 about whether or not he should be fired?</p> <p>10 A. Those discussions all had counsel. 11:01:49</p> <p>11 Q. Okay. Did you have any discussions with</p> <p>12 Mr. Levandowski on those subjects during that time</p> <p>13 period?</p> <p>14 A. I did not.</p> <p>15 Q. When the decision was -- who made the 11:01:59</p> <p>16 decision to fire Mr. Levandowski?</p> <p>17 A. I ultimately did.</p> <p>18 Q. Okay. Did you personally tell him?</p> <p>19 A. I did not.</p> <p>20 Q. Okay. How was he informed? 11:02:10</p> <p>21 A. I mean, there was a series of letters. I</p> <p>22 think there was a letter after the preliminary</p> <p>23 injunction. There was then also a --</p> <p>24 Q. Sorry.</p> <p>25 A. No, it's okay. 11:02:30</p> <p style="text-align: right;">Page 131</p>	<p>1 way involved in decision to fire Mr. Levandowski? 11:03:38</p> <p>2 A. They -- they -- they definitely made</p> <p>3 their -- different board members had different</p> <p>4 opinions on this, but they definitely made their</p> <p>5 opinions known to me. 11:03:54</p> <p>6 Q. Okay. When was the first time you recall</p> <p>7 that someone from the board contacted you and made</p> <p>8 their opinions known to you?</p> <p>9 MS. DUNN: Form.</p> <p>10 MR. CHATTERJEE: Join. 11:04:07</p> <p>11 THE DEPONENT: I can't remember, for</p> <p>12 sure, like the first. Certainly, probably the</p> <p>13 first time I heard was before the PI -- or the</p> <p>14 first time I remember like a very -- like a very</p> <p>15 clear conversation about this. 11:04:26</p> <p>16 But it doesn't mean it didn't happen</p> <p>17 earlier. I just can't remember one before that.</p> <p>18 Q. (By Mr. Verhoeven) I think I need to</p> <p>19 clear the record.</p> <p>20 A. Yeah. 11:04:37</p> <p>21 Q. Do you remember any conversation with the</p> <p>22 board member about this case before the PI?</p> <p>23 A. Yes. But we also had an attorney in the</p> <p>24 room.</p> <p>25 Q. Okay. Was there anytime when someone 11:04:48</p> <p style="text-align: right;">Page 133</p>

<p>1 from the board called you and expressed their 11:04:50 2 opinions on this case or made some suggestions or 3 asked for any information? 4 A. I am trying to remember. I don't 5 remember a specific phone call on this topic. 11:05:05 6 Q. There were -- but there were meetings, at 7 least one meeting -- 8 A. Yeah. 9 Q. -- with someone on the board prior to the 10 issuance of the preliminary injunction, that you 11:05:16 11 can recall? 12 MS. DUNN: The witness is instructed to 13 answer only to the extent that these weren't 14 conversations -- privileged conversations with 15 attorneys. 11:05:24 16 MR. VERHOEVEN: I'm only asking you 17 whether or not there was such a meeting. 18 THE DEPONENT: I mean, we have regular 19 board meetings. 20 Q. (By Mr. Verhoeven) So it was discussed 11:05:33 21 during regular board meetings? 22 A. I can't say. 23 Q. Because of the attorney-client privilege? 24 A. Correct. Correct. 25 Q. Okay. Was it ever discussed with any 11:05:42 Page 134</p>	<p>1 THE DEPONENT: Go. 11:07:01 2 MS. DUNN: The witness is instructed not 3 to speak about the content of those meetings. 4 Q. (By Mr. Verhoeven) I am sorry. What 5 were you going to say, "or what"? 11:07:06 6 A. I was going to say something my attorney 7 wasn't going to let me say. 8 Q. Okay. Let's switch subjects. 9 At some point, you and Mr. Levandowski 10 had a conversation about him leaving Google and 11:07:31 11 coming over to your team, right? 12 A. Correct. 13 Q. When was the first time that subject came 14 up that you can recall? 15 A. I mean, I can't remember a specific 11:07:49 16 conversation; but, generally, late December, early 17 January is when some kind of conversations were 18 happening. And they didn't start there, but they 19 eventually got to a place where, like, maybe you 20 should come to Uber. 11:08:09 21 Q. When did they start? 22 A. My conversations -- my conversations with 23 Anthony started late December timeframe. 24 Q. Of which year? 25 A. Sorry. '15. 11:08:24 Page 136</p>
<p>1 board member outside of the regular meetings? 11:05:45 2 A. I can't remember any specific 3 conversation. I don't know for sure. I can't say 4 for sure it didn't, but I don't -- I can't recall a 5 specific conversation. 11:06:00 6 Q. Okay. What was the nature of the board's 7 involvement in the decision to fire 8 Mr. Levandowski? 9 MS. DUNN: Same instruction to the 10 witness. 11:06:32 11 THE DEPONENT: I can't answer. 12 Q. (By Mr. Verhoeven) So was there -- I 13 think you said they made their opinions known 14 earlier -- 15 A. Yeah. 11:06:43 16 Q. -- in connection with the firing issue, 17 right? 18 A. Yes. 19 Q. Okay. So you are testifying that that 20 was in a meeting with counsel that they made their 11:06:49 21 opinions known? 22 A. Yes. 23 Q. Okay. 24 A. Or sometimes -- 25 MS. DUNN: I don't -- 11:06:59 Page 135</p>	<p>1 Q. Okay. Can you describe to me, generally, 11:08:26 2 the circumstances of -- of that discussion in 3 December of 2015? 4 A. So, I mean, late December 2015, I started 5 getting brought into conversations that various 11:08:52 6 other members of my team were having with him, and 7 I don't know if other members of his team. And I 8 would get brought into those meetings on occasion 9 by late December. 10 Q. Did Uber approach Mr. Levandowski on this 11:09:09 11 subject? 12 A. I am not sure. I am not sure how the 13 conversation started. 14 Q. And you are not sure whether Levandowski 15 approached Uber or Uber approached Levandowski? 11:09:20 16 A. Yeah, I don't know. 17 Q. You weren't personally recruiting him? 18 A. Not when we started talking to him, no. 19 Q. Okay. Who were these other people 20 that -- that brought you into the conversation? 11:09:34 21 A. So there was Jeff Holden, 22 Brian McClendon. There may have been others. I 23 can't remember. 24 Q. What did they say about it to you once 25 they brought you in? 11:09:56 Page 137</p>

<p>1 A. This is something who is a great talent 11:09:57</p> <p>2 in the autonomy space. We are having conversations</p> <p>3 with him. We are not sure where we are going to</p> <p>4 end up, but you may want to meet him.</p> <p>5 Q. Did you know him before that 11:10:10</p> <p>6 December 2015 timeframe?</p> <p>7 A. No.</p> <p>8 Q. Okay. At that point in time, just so we</p> <p>9 have a record on this, what was the state of Uber's</p> <p>10 research and development in the AV -- in the AV 11:10:28</p> <p>11 area?</p> <p>12 A. I think we got started sort of in the</p> <p>13 late 2014, early 2015 timeframe. We had a growing</p> <p>14 team in Pittsburgh.</p> <p>15 Q. So at this point in time, you had a team 11:10:45</p> <p>16 in Pittsburgh?</p> <p>17 A. Yeah, a fairly large team by that point,</p> <p>18 I think.</p> <p>19 Q. Okay. I understand there was a lot of</p> <p>20 hires out of Carnegie Mellon? 11:10:55</p> <p>21 A. Yeah.</p> <p>22 Q. Had those hires started at that point in</p> <p>23 time, or --</p> <p>24 A. Yeah.</p> <p>25 Q. Okay. So there -- there was a team of 11:11:02</p> <p style="text-align: right;">Page 138</p>	<p>1 A. Yeah. 11:12:20</p> <p>2 Q. And did you subsequently meet him?</p> <p>3 A. Yeah.</p> <p>4 Q. And can you just describe, generally, the</p> <p>5 circumstances of that meeting? 11:12:26</p> <p>6 A. I -- I don't specifically remember that</p> <p>7 meeting and the nature of it. So I don't know much</p> <p>8 about it.</p> <p>9 Q. Was it one-on-one?</p> <p>10 A. No. 11:12:40</p> <p>11 Q. So it was a group of people?</p> <p>12 A. Yeah.</p> <p>13 Q. Do you remember who -- who from Uber was</p> <p>14 at that meeting?</p> <p>15 A. I don't remember specifically, but 11:12:49</p> <p>16 there -- you know, there are various folks who were</p> <p>17 part of that discussion and sort of intro'ing me.</p> <p>18 I don't know if they were at that first meeting or</p> <p>19 not, like who was at that first meeting.</p> <p>20 But, again, you know, Brian McClendon and 11:13:06</p> <p>21 Jeff Holden come to mind. There may have been</p> <p>22 businesspeople in that meeting, too. I just -- I</p> <p>23 just can't remember.</p> <p>24 Q. It's fair to say that you and</p> <p>25 Mr. Levandowski have had a lot of one-on-one 11:13:15</p> <p style="text-align: right;">Page 140</p>
<p>1 Carnegie Mellon people already working in 11:11:03</p> <p>2 Pittsburgh at that time?</p> <p>3 A. Yeah, it was -- it was a mix of folks who</p> <p>4 had worked for, like, a military contractor, or</p> <p>5 some folks from CMU, some folks from -- from a lab. 11:11:14</p> <p>6 But they had been working for a year at that point,</p> <p>7 close to it.</p> <p>8 Q. Was there any member of the Pittsburgh</p> <p>9 team that was also in that group that brought you</p> <p>10 in the first time about Mr. Levandowski? 11:11:30</p> <p>11 A. I don't know for sure. There may have</p> <p>12 been. I don't know.</p> <p>13 Q. You can't think of one, though?</p> <p>14 A. I -- I don't know who was specifically in</p> <p>15 the meeting when I first met him. 11:11:45</p> <p>16 Q. Okay. Did -- did the folks that you</p> <p>17 brought in explain why they thought it would be a</p> <p>18 good move to hire Mr. Levandowski?</p> <p>19 MS. DUNN: Form.</p> <p>20 THE DEPONENT: I think when we first 11:12:06</p> <p>21 started discussions, it wasn't clear, like, were we</p> <p>22 going to hire him, or were we going to partner,</p> <p>23 what -- what -- what we were going to do.</p> <p>24 Q. (By Mr. Verhoeven) Okay. But they</p> <p>25 suggested you meet him? 11:12:19</p> <p style="text-align: right;">Page 139</p>	<p>1 conversations prior to him leaving Google about him 11:13:19</p> <p>2 possibly joining you?</p> <p>3 MS. DUNN: Form.</p> <p>4 THE DEPONENT: I don't know if that's</p> <p>5 fair to say. 11:13:28</p> <p>6 Q. (By Mr. Verhoeven) Okay. Have you had</p> <p>7 any? Did you have any?</p> <p>8 A. Prior to him leaving? Maybe. Maybe. I</p> <p>9 don't know for sure.</p> <p>10 Q. You don't remember having one-on-one 11:13:37</p> <p>11 conversations with him before he decided to leave?</p> <p>12 A. Like, I am trying to place, like, the --</p> <p>13 the -- like when, generally, he left and when,</p> <p>14 generally, we started spending more time together.</p> <p>15 And my -- my general recollection is that 11:13:52</p> <p>16 the time -- when we started spending more and more</p> <p>17 time was as we were, like, really starting to work</p> <p>18 on getting the deal done.</p> <p>19 So, for me, that feels like February and</p> <p>20 March is when we started spending more time 11:14:13</p> <p>21 together, and really even past that is when I think</p> <p>22 it got -- is, you know, when we really started</p> <p>23 spending time. But in the early days, I was</p> <p>24 brought into meetings that existed.</p> <p>25 Q. Okay. So who was driving the train 11:14:36</p> <p style="text-align: right;">Page 141</p>

1 during that early time? 11:14:38	1 were being had, the kinds of meetings we were 11:16:47
2 A. It was -- in the early time, it was	2 having. But a specific one, not really.
3 mostly -- I think it was our deal team, probably	3 Q. Outside of attending meetings, do you
4 mostly Cameron.	4 recall any conversations you had had with
5 Q. Okay. 11:14:45	5 Mr. Levandowski prior to his leaving Google? 11:16:58
6 A. And he may have had one or two other	6 A. I don't have a recollection of a specific
7 people with him. And Jeff Holden.	7 conversation or specific meeting.
8 Q. Okay.	8 Q. Did you have conversations with him prior
9 A. And -- yeah.	9 to him leaving -- let me finish the question.
10 Q. And then they would bring you in 11:14:52	10 A. Yeah. 11:17:12
11 occasionally to give you updates?	11 Q. Did you have conversations with him prior
12 A. Give me updates or get me involved in a	12 to him leaving Google outside of the meetings?
13 discussion, yeah.	13 MS. DUNN: Form.
14 Q. Did you have any input -- assuming you	14 THE DEPONENT: I can't say for sure.
15 had input at some point. When is the first time 11:15:06	15 Q. (By Mr. Verhoeven) You are not sure 11:17:25
16 you remember having -- instead of just hearing	16 about that?
17 status reports and -- and talking to people, when	17 A. I am not sure. Not sure. You know, I
18 is the first time that you remember providing input	18 guess what I would say is, in the early days, it
19 yourself on whether this would be a good move or	19 was -- it was meetings that I was joining, for the
20 not? 11:15:20	20 most part. I am not sure if there was -- I can't 11:17:47
21 MS. DUNN: Form.	21 remember, specifically, meetings beyond that.
22 THE DEPONENT: Well, it is like it wasn't	22 Q. Why did Uber hire Stroz or Stroz to do an
23 clear what move. But if you have ever been in a	23 investigation of Mr. Levandowski?
24 meeting with me, which you have not, I am going to	24 MS. DUNN: I will caution the witness not
25 provide input all the time, so... 11:15:32	25 to answer things he only knows from communications 11:18:09
Page 142	Page 144
1 Q. (By Mr. Verhoeven) Okay. Do you 11:15:36	1 with his lawyers, with the company's lawyers. 11:18:12
2 remember what your initial input was, generally?	2 THE DEPONENT: I can't answer that.
3 A. No, it was probably just sort of opinions	3 Q. (By Mr. Verhoeven) Were you involved in
4 on different options and probably just exploratory.	4 any way in the decision to hire forensic -- an
5 I don't know if I had a strong -- like, a strong 11:15:48	5 independent forensic firm to do an investigation of 11:18:24
6 opinion one way or the other in early meetings.	6 certain diligence to employees in connection with
7 Q. Did there come a time when you started to	7 the transaction that you did with Ottomotto?
8 have an opinion that was more formed?	8 A. No.
9 A. Probably.	9 Q. Were you aware of it?
10 Q. Yeah. Do you remember, roughly, when 11:16:04	10 A. Yes. 11:18:43
11 that was?	11 Q. When was the first time you became aware
12 A. For me, it feels like teams	12 of it?
13 early/mid-January.	13 A. I am not sure the -- the first time, but
14 Q. Of what year?	14 it feels like the March timeframe, march 2016.
15 A. 2016. 11:16:14	15 Q. And how did you become aware of it? 11:18:57
16 Q. Okay. Do you remember if it was before	16 A. Probably with a conversation with an
17 or after Mr. Levandowski left Google?	17 attorney.
18 A. Well, if it was early/mid-January, I	18 Q. Okay. What was your understanding of the
19 mean, that -- it's possible it was when he was	19 reason why it was being done?
20 still at Google. 11:16:30	20 MS. DUNN: I will caution the witness not 11:19:09
21 Q. Do you remember any conversations that	21 to answer to the extent he only knows this based on
22 you had personally with Mr. Levandowski before he	22 conversations with attorneys for the company.
23 left Google?	23 THE DEPONENT: She's answered for me.
24 A. I mean, I just have a general	24 Q. (By Mr. Verhoeven) So you -- you can't
25 recollection of the kinds of conversations that 11:16:44	25 answer -- it was all -- your understanding is 11:19:22
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<p>1 completely from attorneys? 11:19:24</p> <p>2 A. Well, state your -- restate your</p> <p>3 question.</p> <p>4 Q. What was your understanding as to why</p> <p>5 this investigation into these diligence employees 11:19:29</p> <p>6 was being done?</p> <p>7 A. Oh. We were contemplating an M &amp; A</p> <p>8 transaction. M &amp; A transactions often have</p> <p>9 diligence.</p> <p>10 Q. Are you familiar with M &amp; A transactions 11:19:46</p> <p>11 being done where employees' devices are imaged and</p> <p>12 analyzed by an independent third party?</p> <p>13 MS. DUNN: Form.</p> <p>14 THE DEPONENT: Yes.</p> <p>15 Q. (By Mr. Verhoeven) Which transactions 11:20:05</p> <p>16 are you aware of?</p> <p>17 A. I mean, just usually complex transactions</p> <p>18 and transactions that involve individuals that may</p> <p>19 have worked at a competitor.</p> <p>20 Q. Can you name one that you know besides 11:20:19</p> <p>21 this one?</p> <p>22 A. I would have to think about it. Just --</p> <p>23 we haven't done a lot of M &amp; A transactions at</p> <p>24 Uber. And this is the only one with -- with a</p> <p>25 group of individuals who had previously worked at a 11:20:37</p> <p style="text-align: right;">Page 146</p>	<p>1 A. What Stroz investigation are you 11:29:08</p> <p>2 referring to?</p> <p>3 Q. I'm referring to -- remember, before the</p> <p>4 break I asked you about the March time frame, we</p> <p>5 talked about the March time frame -- 11:29:18</p> <p>6 A. Okay. Yeah.</p> <p>7 Q. -- when there was a Stroz investigation?</p> <p>8 A. Yes. You're speaking March 2016,</p> <p>9 correct?</p> <p>10 Q. Starting at that point. 11:29:26</p> <p>11 A. Yeah.</p> <p>12 Q. But then the question is, did there come</p> <p>13 a time after the start of that investigation --</p> <p>14 A. Yeah.</p> <p>15 Q. -- when you became aware -- let me ask a 11:29:31</p> <p>16 more particular question.</p> <p>17 Did you -- did you become aware of any</p> <p>18 report or information provided by Stroz as a result</p> <p>19 of them being retained in the March time frame?</p> <p>20 A. Those -- those -- the information that I 11:29:54</p> <p>21 received along those lines was with company</p> <p>22 counsel.</p> <p>23 Q. But you did receive some information?</p> <p>24 A. I got maybe a couple of updates along the</p> <p>25 way. 11:30:06</p> <p style="text-align: right;">Page 148</p>
<p>1 competitor. 11:20:40</p> <p>2 But just general chatter in</p> <p>3 Silicon Valley in the industry, this is the kind of</p> <p>4 thing -- so I can't specifically name a -- a</p> <p>5 transaction, but it's one -- it's the kind of thing 11:20:50</p> <p>6 you hear about generally.</p> <p>7 Q. Do you remember hearing about it with any</p> <p>8 specificity from anyone?</p> <p>9 A. Not really.</p> <p>10 Q. Just -- so your basis for saying that is 11:21:02</p> <p>11 just general chatter?</p> <p>12 A. Yeah.</p> <p>13 Q. Okay.</p> <p>14 A. Real quick, if I could go to the</p> <p>15 bathroom, that would be good. 11:21:10</p> <p>16 MR. VERHOEVEN: Sure.</p> <p>17 THE DEPONENT: Thanks.</p> <p>18 THE VIDEOGRAPHER: Going off the record.</p> <p>19 The time is 11:21.</p> <p>20 (Recess taken.) 11:21:48</p> <p>21 THE VIDEOGRAPHER: We are back on the</p> <p>22 record. The time is 11:28.</p> <p>23 Q. (By Mr. Verhoeven) Did there come a time</p> <p>24 when you became aware of any results from the Stroz</p> <p>25 investigation? 11:29:02</p> <p style="text-align: right;">Page 147</p>	<p>1 Q. Okay. Do you remember when you received 11:30:10</p> <p>2 the first update?</p> <p>3 A. I do not.</p> <p>4 Q. Was it before Uber entered into the terms</p> <p>5 and conditions agreement? 11:30:17</p> <p>6 A. I think so.</p> <p>7 Q. Okay. And what were you told?</p> <p>8 A. I can't -- I can't speak to that.</p> <p>9 Q. So you were told by attorneys?</p> <p>10 A. Yes. 11:30:32</p> <p>11 Q. You said there was another time, a couple</p> <p>12 of times?</p> <p>13 A. Yeah.</p> <p>14 Q. What's the other time you remember?</p> <p>15 A. I can't remember specific dates, but I 11:30:41</p> <p>16 remember there were a couple of times, maybe, where</p> <p>17 I was updated on where we were in the process.</p> <p>18 Q. When was the -- relative to the timeline,</p> <p>19 when was the last time that you remember receiving</p> <p>20 any report on this? 11:30:54</p> <p>21 A. I mean, it was certainly before we signed</p> <p>22 any deal, yeah.</p> <p>23 Q. Was it before the put call agreement?</p> <p>24 MR. CHATTERJEE: Form.</p> <p>25 THE DEPONENT: What -- what do you mean? 11:31:08</p> <p style="text-align: right;">Page 149</p>



<p>1 What... 11:31:08</p> <p>2 Q. (By Mr. Verhoeven) There's an agreement</p> <p>3 that you signed, I believe, that --</p> <p>4 A. Okay.</p> <p>5 Q. -- allowed the parties to have options, a 11:31:13</p> <p>6 put call.</p> <p>7 MR. CHATTERJEE: Form.</p> <p>8 MS. DUNN: Form.</p> <p>9 Q. (By Mr. Verhoeven) Are you familiar with</p> <p>10 that agreement? 11:31:20</p> <p>11 MR. CHATTERJEE: Same thing. Form.</p> <p>12 THE DEPONENT: Are you talking --</p> <p>13 Q. (By Mr. Verhoeven) You want me to show</p> <p>14 it to you?</p> <p>15 A. Okay. 11:31:26</p> <p>16 Q. Or unless you're familiar --</p> <p>17 A. Okay.</p> <p>18 Q. -- unless you know it.</p> <p>19 A. Please show me. I want to make sure I</p> <p>20 understand what you're saying. 11:31:34</p> <p>21 Q. Are you familiar with -- you don't</p> <p>22 remember a put call agreement that was signed?</p> <p>23 A. I don't remember the term "put call," but</p> <p>24 I just -- if you can show me, that would be</p> <p>25 helpful. 11:31:54</p> <p style="text-align: right;">Page 150</p>	<p>1 MS. DUNN: The witness is instructed not 11:33:15</p> <p>2 to answer based on communications with counsel.</p> <p>3 But, generally, I want to make sure that</p> <p>4 the witness understands that he can answer to the</p> <p>5 extent he has an independent recollection. 11:33:21</p> <p>6 MR. VERHOEVEN: He's already testified</p> <p>7 about that.</p> <p>8 Q. (By Mr. Verhoeven) Let me just say this</p> <p>9 way. Including counsel and non-counsel, just yes</p> <p>10 or no, did you become aware of any documents 11:33:34</p> <p>11 concerning -- that mentioned bad acts in connection</p> <p>12 with this transaction?</p> <p>13 A. I don't remember. I don't remember.</p> <p>14 Q. Okay.</p> <p>15 A. Yeah. 11:33:48</p> <p>16 Q. Did you -- did there come a time when --</p> <p>17 this is the agreement I was talking about.</p> <p>18 Maybe I should -- should have called this</p> <p>19 something else.</p> <p>20 MR. VERHOEVEN: Let's mark this as 11:34:04</p> <p>21 Exhibit 365.</p> <p>22 (Exhibit 365 was marked for</p> <p>23 identification by the court reporter and is</p> <p>24 attached hereto.)</p> <p>25 THE DEPONENT: Would you like me to read 11:34:15</p> <p style="text-align: right;">Page 152</p>
<p>1 Q. I will just show it, so there's no 11:32:03</p> <p>2 ambiguity. I guess that's the safest thing to do.</p> <p>3 While they're looking for that, I will</p> <p>4 keep asking you questions.</p> <p>5 A. Okay. 11:32:26</p> <p>6 Q. Did you know that the Stroz investigation</p> <p>7 was investigating, in part at least, the subject of</p> <p>8 bad acts by the diligence employees?</p> <p>9 MR. CHATTERJEE: Form.</p> <p>10 MS. DUNN: Form. 11:32:42</p> <p>11 THE DEPONENT: I don't know what you're</p> <p>12 specifically referring to.</p> <p>13 Q. (By Mr. Verhoeven) Do you remember</p> <p>14 seeing any documents referring to bad acts</p> <p>15 associated with this transaction? 11:32:57</p> <p>16 A. I do not.</p> <p>17 MR. CHATTERJEE: Same objection.</p> <p>18 Q. (By Mr. Verhoeven) Did you read any</p> <p>19 agreements that talked about bad acts in connection</p> <p>20 with this transaction? 11:33:03</p> <p>21 A. No.</p> <p>22 MS. DUNN: Form.</p> <p>23 Q. (By Mr. Verhoeven) Did your counsel tell</p> <p>24 you about bad acts associated with this</p> <p>25 transaction? 11:33:14</p> <p style="text-align: right;">Page 151</p>	<p>1 this right now? 11:34:16</p> <p>2 Q. (By Mr. Verhoeven) No.</p> <p>3 Does this refresh your recollection -- I</p> <p>4 think you signed it. You might as well check that.</p> <p>5 MR. CHATTERJEE: Do you have another 11:34:26</p> <p>6 copy, Charlie?</p> <p>7 Q. (By Mr. Verhoeven) Is that your</p> <p>8 signature?</p> <p>9 A. That is, yeah.</p> <p>10 Q. Does this refresh your recollection of -- 11:34:36</p> <p>11 A. Well, I mean it says, "Agreement and Plan</p> <p>12 Merger."</p> <p>13 Q. Okay. Let's call it that.</p> <p>14 A. Yeah.</p> <p>15 Q. That's what I was referring to. 11:34:44</p> <p>16 A. Okay. I mean, I haven't -- I mean, I --</p> <p>17 I have not read this document, but -- but certainly</p> <p>18 have -- you know, I see my signature on it, so yes.</p> <p>19 Q. Did you read it before you signed it?</p> <p>20 A. No. No. I was certainly briefed on it, 11:34:59</p> <p>21 though.</p> <p>22 Q. Did your briefing include anything about</p> <p>23 bad acts?</p> <p>24 A. I don't recall anything like that.</p> <p>25 Q. Did it include anything about a Stroz 11:35:11</p> <p style="text-align: right;">Page 153</p>



<p>1 investigation? 11:35:14</p> <p>2 A. I was aware that -- I was aware that</p> <p>3 Stroz was conducting -- that there was a diligence</p> <p>4 process underway and that we were looking into</p> <p>5 content, devices, et cetera. 11:35:31</p> <p>6 Q. Was your brief- -- I'm talking about your</p> <p>7 briefing --</p> <p>8 A. Yeah --</p> <p>9 Q. -- on this before you signed it?</p> <p>10 A. Yeah. 11:35:41</p> <p>11 Q. Did that briefing discuss the</p> <p>12 investigation and the results of the investigation?</p> <p>13 A. You know, I'm just sort of -- I'm kept up</p> <p>14 to date on a deal as it's coming along. So it's</p> <p>15 not like there's like a -- the final briefing, so 11:35:54</p> <p>16 to speak, might be on the final areas of the deal</p> <p>17 that were being solved.</p> <p>18 Q. Okay.</p> <p>19 A. So I can't -- yeah. So it's -- it's</p> <p>20 different -- you get different parts at different 11:36:09</p> <p>21 times. I can't say what the final one was.</p> <p>22 Q. Okay.</p> <p>23 A. And, generally, they're -- you know, in</p> <p>24 most of these, there would be an attorney in the</p> <p>25 room. 11:36:18</p> <p style="text-align: right;">Page 154</p>	<p>1 of an indemnification agreement that indemnifies a 11:37:21</p> <p>2 person for intentional bad acts?</p> <p>3 MS. DUNN: Form.</p> <p>4 THE DEPONENT: Well, I guess my</p> <p>5 understanding is indemnification agreements 11:37:36</p> <p>6 generally indemnify people against things that they</p> <p>7 disclose.</p> <p>8 And you don't need indemnification for</p> <p>9 things that -- like walking down the street,</p> <p>10 there's no indemnity for walking down the street. 11:37:49</p> <p>11 But it's really about what people</p> <p>12 disclose and what they don't disclose. It's just</p> <p>13 generally how indemnification agreements work.</p> <p>14 Q. (By Mr. Verhoeven) Okay. Are you aware</p> <p>15 of any indemnification agreements -- well, let 11:38:00</p> <p>16 me -- let me back up.</p> <p>17 Are you familiar with any of the terms of</p> <p>18 the indemnification agreement between Uber and</p> <p>19 Mr. Levandowski?</p> <p>20 A. No, not -- not specifically. 11:38:08</p> <p>21 Q. Is Uber indemnifying Mr. Levandowski in</p> <p>22 this litigation?</p> <p>23 MR. CHATTERJEE: Form.</p> <p>24 MS. DUNN: Form.</p> <p>25 THE DEPONENT: I don't know. 11:38:19</p> <p style="text-align: right;">Page 156</p>
<p>1 Q. Okay. 11:36:18</p> <p>2 A. But, yeah, I don't know.</p> <p>3 Q. Okay. And I think we've already covered</p> <p>4 any information you have about the results of the</p> <p>5 investigation are covered by the -- were from 11:36:31</p> <p>6 attorneys --</p> <p>7 A. Yeah.</p> <p>8 Q. -- is that right?</p> <p>9 A. Of course, yeah.</p> <p>10 Q. Did you know that this agreement had an 11:36:38</p> <p>11 indemnification clause for Mr. Levandowski?</p> <p>12 MR. CHATTERJEE: Form.</p> <p>13 THE DEPONENT: I mean, I would be</p> <p>14 surprised if it didn't.</p> <p>15 Q. (By Mr. Verhoeven) Would you be 11:36:50</p> <p>16 surprised if Uber indemnified Mr. Levandowski for</p> <p>17 committing prior bad acts with respect to Google?</p> <p>18 MS. DUNN: Form.</p> <p>19 THE DEPONENT: I mean, I generally</p> <p>20 understand how indemnification agreements work. 11:37:03</p> <p>21 They're typically about what somebody has</p> <p>22 disclosed and what they haven't disclosed, and how</p> <p>23 they get indemnified against things that they</p> <p>24 disclose.</p> <p>25 Q. (By Mr. Verhoeven) Have you ever heard 11:37:21</p> <p style="text-align: right;">Page 155</p>	<p>1 Q. (By Mr. Verhoeven) Is Uber paying for 11:38:20</p> <p>2 Mr. Levandowski's attorneys?</p> <p>3 MS. DUNN: Form.</p> <p>4 MR. CHATTERJEE: Form.</p> <p>5 THE DEPONENT: I don't know. 11:38:27</p> <p>6 Q. (By Mr. Verhoeven) Have you ever heard</p> <p>7 of an indemnification agreement that talks about</p> <p>8 pre-deal bad acts?</p> <p>9 A. Those specific words?</p> <p>10 Q. Yeah. 11:38:38</p> <p>11 A. No.</p> <p>12 Q. Have you -- is it correct that you have</p> <p>13 exchanged text messages with Mr. Levandowski?</p> <p>14 A. Yes.</p> <p>15 Q. Are you aware that on May 11th of this 11:38:59</p> <p>16 year the court ordered Uber to make available for</p> <p>17 inspection any text messages you exchanged with</p> <p>18 Mr. Levandowski pertaining to Uber's LiDAR work?</p> <p>19 MS. DUNN: Form.</p> <p>20 THE DEPONENT: I wasn't aware of that 11:39:13</p> <p>21 specific order, but I generally understand the</p> <p>22 Court wanted my text messages.</p> <p>23 Q. (By Mr. Verhoeven) What do you</p> <p>24 understand about that?</p> <p>25 A. That they want my -- all my text 11:39:26</p> <p style="text-align: right;">Page 157</p>

<p>1 messages. 11:39:27</p> <p>2 Q. Do you remember when you learned that?</p> <p>3 A. Not really. I mean, I think somebody in</p> <p>4 the company asked for my phone.</p> <p>5 Q. When did that happen? 11:39:35</p> <p>6 A. I don't remember specifically.</p> <p>7 Q. Can you estimate it for me? Was it a</p> <p>8 week ago? Was it a month ago? Was it six months</p> <p>9 ago?</p> <p>10 A. It was certainly months ago. 11:39:46</p> <p>11 Q. Months ago?</p> <p>12 A. Yeah.</p> <p>13 Q. Okay.</p> <p>14 A. I mean, I...</p> <p>15 Q. And this is your cell phone they asked 11:39:51</p> <p>16 for?</p> <p>17 A. Yeah.</p> <p>18 Q. Okay. And did you give it to them right</p> <p>19 away or what happened?</p> <p>20 A. When somebody -- somebody came to ask for 11:39:59</p> <p>21 my cell phone, and I gave them my cell phone.</p> <p>22 Q. Okay. And -- and how long were you</p> <p>23 without the cell phone?</p> <p>24 Let me -- let me with- -- let me</p> <p>25 withdraw. 11:40:12</p> <p style="text-align: right;">Page 158</p>	<p>1 A. Brief -- brief discussions. I mean... 11:40:57</p> <p>2 Q. Do you have a practice -- withdrawn.</p> <p>3 You did exchange text messages with</p> <p>4 Mr. Levandowski, right?</p> <p>5 A. Correct. 11:41:12</p> <p>6 Q. Do you recall deleting any of those</p> <p>7 texts?</p> <p>8 A. I do not, no.</p> <p>9 Q. Do you have any practices with respect to</p> <p>10 deleting texts on your phone? 11:41:23</p> <p>11 A. Outside of just the auto-delete, the</p> <p>12 30-day auto-delete, no.</p> <p>13 Q. And what's the 3A auto-delete?</p> <p>14 A. Thirty -- the 30-day auto-delete is just</p> <p>15 a setting on my phone -- 11:41:35</p> <p>16 Q. Okay.</p> <p>17 A. -- where after 30 days the -- the texts</p> <p>18 disappear.</p> <p>19 Q. Do you still have -- is that still your</p> <p>20 setting on your phone? 11:41:44</p> <p>21 A. No.</p> <p>22 Q. What is your setting now?</p> <p>23 A. It's -- keeps forever now.</p> <p>24 Q. And when did you change the setting?</p> <p>25 A. A few weeks ago. 11:41:51</p> <p style="text-align: right;">Page 160</p>
<p>1 Did they give it back to you? 11:40:13</p> <p>2 A. Yes, they did.</p> <p>3 Q. Okay. So what was the period of time</p> <p>4 between --</p> <p>5 A. Yeah. 11:40:16</p> <p>6 Q. -- when you gave it and they gave it back</p> <p>7 to you?</p> <p>8 A. Hours.</p> <p>9 Q. Hours?</p> <p>10 A. Yeah. 11:40:20</p> <p>11 Q. Okay. What was your understanding of</p> <p>12 what they were doing with your cell phone?</p> <p>13 A. They were getting all of the text</p> <p>14 messages from it.</p> <p>15 Q. Okay. 11:40:32</p> <p>16 A. Specific to what they needed.</p> <p>17 Q. And this -- you got your cell phone back</p> <p>18 months ago?</p> <p>19 A. Yes.</p> <p>20 Q. Okay. Did you have any discussions with 11:40:43</p> <p>21 anybody after that point in time about what was on</p> <p>22 your cell phone?</p> <p>23 A. I mean, only with attorneys.</p> <p>24 Q. Did you have discussions with attorneys</p> <p>25 about what was on your cell phone? 11:40:55</p> <p style="text-align: right;">Page 159</p>	<p>1 Q. "Few" meaning two, three -- 11:41:52</p> <p>2 A. Something like that. I don't know the</p> <p>3 exact.</p> <p>4 Q. Okay.</p> <p>5 A. I'm sure the attorneys can figure that 11:42:08</p> <p>6 out when that happened.</p> <p>7 Q. All right. You ready for documents?</p> <p>8 A. Let's do it.</p> <p>9 (Discussion off the stenographic record.)</p> <p>10 Q. (By Mr. Verhoeven) A good question I 11:42:55</p> <p>11 forgot to ask --</p> <p>12 A. Yeah.</p> <p>13 Q. -- is, have you exchanged any texts with</p> <p>14 Mr. Levandowski since your phone has been returned</p> <p>15 to you? 11:43:02</p> <p>16 A. No.</p> <p>17 Q. Okay. I'm going to try to shorten this</p> <p>18 based on your answers, so there may be some pauses.</p> <p>19 I apologize for that.</p> <p>20 You've already answered a lot of my 11:43:19</p> <p>21 questions, and so --</p> <p>22 A. That's nice of you.</p> <p>23 Q. -- I apologize for that.</p> <p>24 A. That's all right. Apology accepted.</p> <p>25 Q. Do you think that -- is it your belief 11:43:36</p> <p style="text-align: right;">Page 161</p>

<p>1 that -- withdrawn. 11:43:38</p> <p>2 It is your belief, correct me if I'm</p> <p>3 wrong, that AV technology represents an existential</p> <p>4 threat to Uber's business model.</p> <p>5 MR. CHATTERJEE: Form. 11:43:52</p> <p>6 MS. DUNN: Form.</p> <p>7 THE DEPONENT: I would say it</p> <p>8 differently. I would say that it is -- in order</p> <p>9 for Uber to exist in the future, we will likely</p> <p>10 need to be a leader in the AV autonomous vehicle 11:44:11</p> <p>11 space.</p> <p>12 Q. (By Mr. Verhoeven) And why is that?</p> <p>13 A. Because autonomous vehicles are going to</p> <p>14 be far safer than human-driven vehicles. And a</p> <p>15 service that's very safe compared to human-driven 11:44:32</p> <p>16 vehicles is going to be one that consumers want.</p> <p>17 And it will also ultimately be far</p> <p>18 cheaper than a human-driven vehicle. And consumers</p> <p>19 that can get safer rides far cheaper are going to</p> <p>20 be the consumer -- those consumers are going to go 11:44:52</p> <p>21 to the service that provides that.</p> <p>22 And if you don't provide that, I don't</p> <p>23 believe you're going to be able to sustain your</p> <p>24 business.</p> <p>25 Q. When did you recall coming to this 11:45:13</p> <p style="text-align: right;">Page 162</p>	<p>1 you. 11:46:44</p> <p>2 Q. All right. Who is John Bares?</p> <p>3 A. He was one of the original members of the</p> <p>4 team in Pittsburgh.</p> <p>5 Q. You said "was." What's he doing 11:47:20</p> <p>6 currently?</p> <p>7 A. No. He's still -- he's still one of the</p> <p>8 original members of the team.</p> <p>9 Q. Okay.</p> <p>10 A. But he -- his role changed. So at first 11:47:31</p> <p>11 he was running all of the Pittsburgh operation, and</p> <p>12 now he's doing a smaller portion of it.</p> <p>13 Q. What was his role in -- in December of</p> <p>14 2015, so at the end of the year?</p> <p>15 I was talking earlier about the beginning 11:47:53</p> <p>16 of the year.</p> <p>17 A. Yeah.</p> <p>18 Q. At the end of the year, what was his</p> <p>19 position?</p> <p>20 A. He was -- if I recall, he was still 11:47:58</p> <p>21 running the Pittsburgh operation.</p> <p>22 MR. VERHOEVEN: All right. Let's mark as</p> <p>23 Exhibit 366 an Excel spreadsheet produced by Uber.</p> <p>24 (Exhibit 366 was marked for</p> <p>25 identification by the court reporter and is 11:48:22</p> <p style="text-align: right;">Page 164</p>
<p>1 belief? 11:45:17</p> <p>2 A. This was really late 2014.</p> <p>3 Q. And what did you do based on coming to</p> <p>4 this conclusion?</p> <p>5 A. We started our autonomous -- what we 11:45:28</p> <p>6 called the Advanced Technology Center in</p> <p>7 Pittsburgh. You know, we...</p> <p>8 Q. As of January 1, 2015, what was the</p> <p>9 status of that project?</p> <p>10 A. It was -- that was right around the time 11:45:45</p> <p>11 when it was being put together. So I don't know</p> <p>12 the exact date in January of that year --</p> <p>13 Q. Okay.</p> <p>14 A. -- but it was right around that year --</p> <p>15 or, sorry, right around that time. 11:45:54</p> <p>16 Q. And what was the -- to the extent you</p> <p>17 know or remember, what was the business plan about</p> <p>18 that period of time with respect to AV?</p> <p>19 A. It was to get -- to build software that</p> <p>20 can drive safer and more cost efficiently than 11:46:15</p> <p>21 traditional human-driven vehicles.</p> <p>22 Q. This is one of those times I'm shortening</p> <p>23 the deposition.</p> <p>24 A. That's all right. I'm appreciating.</p> <p>25 This is one of the few times I'm going to thank 11:46:42</p> <p style="text-align: right;">Page 163</p>	<p>1 attached hereto.) 11:48:22</p> <p>2 Q. (By Mr. Verhoeven) Okay. Do you</p> <p>3 recognize this as an Excel spreadsheet printout?</p> <p>4 A. I mean, I don't -- I don't know if it's</p> <p>5 an Excel spreadsheet, but I recognize that it's a 11:48:42</p> <p>6 piece of paper that has words on it.</p> <p>7 Q. Do you recognize the format of this</p> <p>8 document as a printout from a spreadsheet that Uber</p> <p>9 would have in its software?</p> <p>10 A. No. 11:49:01</p> <p>11 Q. Okay.</p> <p>12 A. But I see it. I see the document.</p> <p>13 Q. Okay. Yeah.</p> <p>14 You see at the bottom -- I know it's in</p> <p>15 small print, I apologize for that -- 11:49:11</p> <p>16 A. That's all right.</p> <p>17 Q. -- there's a bottom green line?</p> <p>18 A. Yeah.</p> <p>19 Q. And you see it says, "Meeting with TK"?</p> <p>20 A. Yup. 11:49:19</p> <p>21 Q. That would be you?</p> <p>22 A. I assume so.</p> <p>23 Q. I will represent to you that these are</p> <p>24 Mr. Bares' -- this is Mr. Bares' spreadsheet --</p> <p>25 A. Okay. 11:49:33</p> <p style="text-align: right;">Page 165</p>

1 Q. -- just so you know. 11:49:33	1 A. December 22. 11:51:24
2 And I will represent to you that this	2 Q. -- of 2015.
3 meeting occurred on December 22, according to	3 A. Of 2015.
4 Mr. Bares.	4 And do we know that this is -- I -- I
5 A. Is this notes from a meeting or what is 11:49:42	5 just don't -- I don't know what this is referring 11:51:38
6 this?	6 to. I can't say for sure what this is about.
7 Q. Yes.	7 Q. Okay. Okay. What about -- you agree
8 A. Okay.	8 that basically saying that you said, "What we
9 Q. So if you turn the page, there is some	9 want," and provides a list?
10 description of notes from the meeting. 11:49:57	10 MS. DUNN: Form. 11:51:51
11 Do you see that?	11 Q. (By Mr. Verhoeven) TK is you.
12 A. Okay.	12 A. I agreed that it says, "TK, what we
13 Q. And you see it says, "TK, what we want"?	13 want," but I don't know what that means.
14 A. Yeah.	14 Q. Okay. What do you think -- you don't
15 Q. And then it says, "Source," and goes on. 11:50:08	15 remember saying that you want all of their data? 11:52:01
16 A. Okay. Yeah.	16 A. I don't even know who "they" is.
17 Q. Do you remember meeting with Mr. Bar --	17 Q. Okay. So you don't understand, looking
18 Bares? Is it Bares? Is that how you pronounce it?	18 at this, that this is about a potential deal with
19 A. Bares.	19 Mr. Levandowski?
20 Q. Bares. 11:50:21	20 A. I have no idea. 11:52:19
21 A. John Bares.	21 Q. You see down below, it says, "AL says"?
22 Q. Do you remember meeting with Mr. Bares --	22 A. Yes. It does say that, yeah.
23 A. Yeah.	23 Q. Quote, AL says that our biggest threat is
24 Q. -- in or around December 22, where you	24 Google, but also doesn't have faith in Google
25 discussed the subject of "What we want" in 11:50:32	25 pulling it off. 11:52:30
Page 166	Page 168
1 connection with the deal with Mr. Levandowski? 11:50:33	1 Do you see that? 11:52:32
2 A. I mean, I don't remember specifically.	2 A. I do.
3 No. I can't say it didn't happen, I just don't	3 Q. Okay. Do you remember having a meeting
4 remember.	4 in or about December 22 of 2015 where there was a
5 Q. Do you remember talking about wanting 11:50:48	5 discussion about a deal with AL, Mr. Levandowski, 11:52:41
6 something related to source?	6 that you attended?
7 A. No.	7 A. I mean, I don't remember the specific
8 Q. What does source mean, in your opinion?	8 meeting.
9 A. I -- I don't know.	9 I mean, I'm sure you could ask John about
10 Q. You don't know what Mr. Bares meant by 11:50:57	10 this. 11:53:11
11 that?	11 Q. I know. I'm just trying to --
12 A. No. It could be that -- I mean, there's	12 A. Yeah.
13 a lot of -- I could speculate as what he meant, but	13 Q. -- get what your understanding is and
14 I don't know what he meant.	14 what your recollection is.
15 Q. What do you think -- I mean, if you were 11:51:08	15 A. Yeah. I don't really have much. 11:53:15
16 asked, what do you think he meant?	16 Q. So this document doesn't refresh your
17 MS. DUNN: Form.	17 recollection?
18 THE DEPONENT: I mean, it could be	18 A. No.
19 that -- I just don't know, what is the timing of	19 Q. Doesn't trigger anything in your memory?
20 this -- what is the timing of this note? Like when 11:51:16	20 A. No, but I -- I do like, "He is very 11:53:21
21 was this note made?	21 focused and unstoppable about getting things done."
22 Q. (By Mr. Verhoeven) I will represent to	22 I like that part.
23 you it was --	23 Q. You like it, but you don't remember.
24 A. Yeah.	24 A. No, but I definitely like that. If it's
25 Q. -- December 22 -- 11:51:22	25 talking about me, I'm -- I'm excited. 11:53:33
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<p>1 Q. Now you know what people say behind your 11:53:40 2 back. 3 If you look down further -- 4 A. Yeah. 5 Q. -- just above the green horizontal line 11:53:42 6 on this page, which is, for the record, UBER 7 60322 -- 8 A. Hold on. 9 Q. -- it says -- 10 A. 603 -- what is this? Where is this? 11:53:50 11 Q. That's the control number on the bottom 12 right-hand side. 13 A. Oh, yeah, yeah, yeah, yeah. 14 So what am I looking at? 15 Q. Just above the green horizontal line -- 11:53:57 16 A. Yes. 17 Q. -- it says, "January 12, he quits." And 18 then, "January 1 through 12 period is twitchy. He 19 is still G employee but on trajectory out." 20 A. Yeah. 11:54:14 21 Q. Do you see that? 22 A. Yeah. 23 Q. Do you remember having any discussions in 24 December of 2015 about a date when Mr. Levandowski 25 would quit or a period that was twitchy? 11:54:24 Page 170</p>	<p>1 A. Yeah. 11:55:42 2 Q. If you look, it's right below the little 3 pink box, the very first pink box -- 4 A. Uh-huh. 5 Q. -- it says, quote, How many people are 11:55:50 6 you really taking? Close quote. 7 A. Where is this? 8 Q. I can point to it. 9 A. Oh, yeah, yeah. I see it. Yeah, yeah. 10 Q. Okay. Do you remember any discussions 11:55:59 11 with anyone during the December 2015 time period 12 about Mr. Levandowski taking a bunch of people from 13 Google when he left? 14 A. I remember more of that kind of 15 discussion in the January time frame. 11:56:18 16 Q. Okay. 17 A. But -- 18 Q. What do you remember? 19 A. I remember being very aggressive about 20 hiring great talent. 11:56:27 21 Q. Do you remember specifically, though, 22 discussions about hiring folks that were employed 23 by Google in the AV area as part of the deal, in 24 addition to Mr. Levandowski? 25 A. Generally, we were very interested in 11:56:59 Page 172</p>
<p>1 MS. DUNN: Form. 11:54:29 2 THE DEPONENT: I don't remember -- I 3 mean, no. I don't -- I don't specifically remember 4 a discussion about that. 5 But I think your question said December 11:54:40 6 and -- 7 Q. (By Mr. Verhoeven) Yeah, 8 December 22, 2015. 9 A. Okay. Yeah. No, I don't remember that, 10 no. 11:54:48 11 Q. Do you remember you generally having 12 discussions about a possible deal with 13 Mr. Levandowski in December of 2015? 14 A. I remember deal -- sort of deal 15 discussions more in the January time frame. 11:55:04 16 Q. Did -- so you -- could they have happened 17 in December as well? 18 A. It's possible. 19 Q. Well, doesn't this document show it? 20 A. I don't know what the hell this document 11:55:23 21 is. 22 Q. Okay. If you turn the page. 23 A. Okay. All right. 24 Q. And if you look -- just for the record, 25 page 323. 11:55:41 Page 171</p>	<p>1 hiring the best talent, and much of the best talent 11:57:00 2 was at Google, for sure. 3 Q. And do you remember that Uber and you 4 wanted to hire as many good people as possible from 5 Google as part of this deal? 11:57:10 6 MS. DUNN: Form. 7 THE DEPONENT: I don't -- I'm not sure it 8 was part of this deal, but we were generally 9 interested and continue to be interested -- very 10 interested in hiring as many great scientists and 11:57:20 11 engineers from Google as possible -- as is 12 possible. And we have been very successful in 13 doing that. 14 Q. (By Mr. Verhoeven) Do you remember 15 discussions with Mr. Levandowski about targeting 11:57:33 16 Google employees in the AV area, for him to bring 17 with him or recruit after he came over to you? 18 MS. DUNN: Form. 19 THE DEPONENT: I remember discussions 20 about how we should best go about hiring the great 11:57:47 21 talent at Google, and figuring out what are the 22 best ways to do that while staying within certain 23 legal constructs. 24 Q. (By Mr. Verhoeven) And when -- this is 25 with Mr. Levandowski, these discussions? 11:58:04 Page 173</p>

<p>1 A. Sure. Yeah. 11:58:05</p> <p>2 Q. Okay. And was it -- so is it fair to say</p> <p>3 that those discussions were in the context of the</p> <p>4 AV technology?</p> <p>5 A. It wasn't about AV technology. It was 11:58:17</p> <p>6 about people and -- who are very talented in the AV</p> <p>7 space.</p> <p>8 Q. Okay.</p> <p>9 A. Yeah.</p> <p>10 Q. The AV space. 11:58:24</p> <p>11 But it was -- it was about people in the</p> <p>12 AV space.</p> <p>13 A. Yeah.</p> <p>14 Q. Okay.</p> <p>15 A. Yeah. 11:58:30</p> <p>16 Q. And how many people do you remember</p> <p>17 talking about hiring?</p> <p>18 MS. DUNN: Form.</p> <p>19 MR. CHATTERJEE: Form.</p> <p>20 THE DEPONENT: I mean, it wasn't 11:58:39</p> <p>21 typically about individuals, but more -- well,</p> <p>22 sometimes about individuals.</p> <p>23 But it was -- it was about, you know, how</p> <p>24 many great people do we think there are, what kind</p> <p>25 of process can we go through to recruit them, and 11:58:55</p> <p style="text-align: right;">Page 174</p>	<p>1 THE DEPONENT: Generally, yes. 12:00:24</p> <p>2 Q. (By Mr. Verhoeven) Do you remember</p> <p>3 anybody he identified specifically?</p> <p>4 A. No, not specifically.</p> <p>5 Q. Okay. Would it surprise you if part of 12:00:28</p> <p>6 the deal included -- withdrawn.</p> <p>7 Would it surprise you if Levandowski's</p> <p>8 payments as part of the tool was conditioned upon</p> <p>9 him recruiting away from Google a certain number of</p> <p>10 Google employees in the AV space? 12:00:50</p> <p>11 MS. DUNN: Objection to form.</p> <p>12 MR. CHATTERJEE: Form.</p> <p>13 THE DEPONENT: Yeah, I don't know how</p> <p>14 that translates into the deal itself. But I'll --</p> <p>15 you know, again, we were very up front about our 12:01:00</p> <p>16 desire to recruit great talent from Google.</p> <p>17 Q. (By Mr. Verhoeven) And that was part of</p> <p>18 what you were envisioning -- or let me withdraw</p> <p>19 that.</p> <p>20 That was part of what you hoped would 12:01:14</p> <p>21 happen in connection with Mr. Levandowski coming</p> <p>22 over.</p> <p>23 MS. DUNN: Objection to form.</p> <p>24 MR. CHATTERJEE: Join.</p> <p>25 THE DEPONENT: It wasn't just about 12:01:24</p> <p style="text-align: right;">Page 176</p>
<p>1 how do we make it a reality for them to come to a 11:59:01</p> <p>2 place which we feel is sort of more commercially</p> <p>3 oriented, more sort of just works harder, you know,</p> <p>4 just a better environment to innovate in the space.</p> <p>5 Q. (By Mr. Verhoeven) Do you remember any 11:59:21</p> <p>6 discussion about compensation to Levandowski in</p> <p>7 this potential deal being based on how many Google</p> <p>8 folks in the AV space he was successful in hiring</p> <p>9 away?</p> <p>10 MR. CHATTERJEE: Form. 11:59:41</p> <p>11 MS. DUNN: Objection to form.</p> <p>12 THE DEPONENT: I don't remember that</p> <p>13 being tied to the deal. It may have been, but I</p> <p>14 don't remember that.</p> <p>15 I don't remember it being in milestones 11:59:49</p> <p>16 that we ended up with.</p> <p>17 But I do know that we were depend- -- for</p> <p>18 him to -- to come across in an ultimate deal, we</p> <p>19 were interested in his sense of who the great</p> <p>20 people were and how we could recruit them to come 12:00:10</p> <p>21 across.</p> <p>22 Q. (By Mr. Verhoeven) Do you remember</p> <p>23 discussions asking him who the great people are</p> <p>24 during this process?</p> <p>25 MS. DUNN: Form. 12:00:23</p> <p style="text-align: right;">Page 175</p>	<p>1 Google. It was about great talent in the space, 12:01:25</p> <p>2 period, coming from all the companies that are</p> <p>3 working on it.</p> <p>4 Q. (By Mr. Verhoeven) But you don't</p> <p>5 remember having discussions about Mr. Levandowski 12:01:32</p> <p>6 hiring as many people as he could from Google's AV</p> <p>7 space after he came over?</p> <p>8 MS. DUNN: Objection to form.</p> <p>9 MR. CHATTERJEE: Join.</p> <p>10 THE DEPONENT: Generally, we wanted to 12:01:47</p> <p>11 recruit as many great Google employees as we</p> <p>12 possibly could.</p> <p>13 We needed to figure out what were the</p> <p>14 right processes to do that, but we were very</p> <p>15 excited about somebody -- having somebody on our 12:02:00</p> <p>16 team who was a visionary in the space who could</p> <p>17 attract that great talent.</p> <p>18 Q. (By Mr. Verhoeven) Okay. But do you</p> <p>19 remember having any -- my question was, do you</p> <p>20 remember having any conversations about it? 12:02:15</p> <p>21 A. I would say -- I don't remember any</p> <p>22 specific conversations, but I would generally say</p> <p>23 that -- I would acknowledge that conversations like</p> <p>24 that occurred.</p> <p>25 Q. I direct your attention to -- back to the 12:02:32</p> <p style="text-align: right;">Page 177</p>

1 document, Exhibit 366, and to the same page we were 12:02:33	1 [REDACTED] 12:04:43
2 looking at.	2 [REDACTED]
3 A. 336?	3 [REDACTED]
4 Q. 366. This is just the exhibit number of	4 [REDACTED]
5 the document you're looking at. 12:02:48	5 And so that was sort of the -- the range 12:04:53
6 A. Okay. Sorry. I was looking for the	6 of things we were considering.
7 right page.	7 Q. Okay. And what time frame would you say
8 Q. The same page.	8 that -- is that the December/January time frame?
9 A. Okay. Yeah.	9 A. That feels, yeah, sort of like really --
10 Q. And then the second-to-last line on the 12:02:54	10 it's -- the meat of that feels like January, 12:05:05
11 page says, quote, If the sensor idea is so good,	11 possibly late December, but probably mostly
12 why limiting scope to trucking? Close quote.	12 January.
13 Do you see that?	13 Q. Okay. And did there come a time when you
14 A. Yeah.	14 chose one of those options?
15 Q. And that's talking about a LiDAR sensor? 12:03:07	15 A. Definitely, yes. 12:05:24
16 MS. DUNN: Form.	16 Q. Which -- which one was chosen?
17 MR. CHATTERJEE: Join.	17 A. I think we ultimately ended up in an
18 THE DEPONENT: I -- I don't know what	18 acquisition disposition, yeah.
19 that's about.	19 Q. And do you have any information about
20 Q. (By Mr. Verhoeven) Do you remember 12:03:18	20 what the pros and cons of -- of the choices were 12:05:37
21 having discussions about Mr. Levandowski's idea	21 that led Uber to arrive at that decision?
22 about a LiDAR sensor?	22 MS. DUNN: Form.
23 MS. DUNN: Form.	23 THE DEPONENT: Yeah. Yeah. I mean,
24 MR. CHATTERJEE: Form.	24 generally, we would -- we would explore all the
25 THE DEPONENT: [REDACTED] 12:03:28	25 options and what was possible. And it wasn't just 12:05:51
Page 178	Page 180
1 [REDACTED] 12:03:29	1 about what we wanted. It's also about where -- you 12:05:53
2 [REDACTED]	2 know, where they are. Could -- does -- does a
3 [REDACTED]	3 partnership make sense or does going deeper make
4 [REDACTED].	4 sense?
5 Q. (By Mr. Verhoeven) Okay. 12:03:46	5 You know, yes, pros and cons across all 12:06:05
6 A. I don't know if that's referring to this	6 options, of course.
7 or not.	7 Q. (By Mr. Verhoeven) And why wasn't the
8 Q. Okay. And what do you remember about the	8 decision just to hire Mr. Levandowski straightaway?
9 discussion?	9 A. I mean, I would say though this was
10 I mean, what was -- what was being 12:03:54	10 technically an acquisition, it was very much like 12:06:21
11 pitched to you?	11 hiring him.
12 A. [REDACTED]	12 Q. Okay. So --
13 [REDACTED]	13 A. Yeah.
14 [REDACTED]	14 Q. -- it was just structured as an
15 [REDACTED] 12:04:05	15 acquisition. 12:06:29
16 [REDACTED]	16 A. Yeah. It was like -- it was -- there are
17 [REDACTED]	17 different things on acquisition. You have this
18 [REDACTED]	18 thing called an acquihire. Then you have like an
19 [REDACTED]	19 acquisition of a very mature company. And there's
20 [REDACTED] 12:04:21	20 lots of stuff in between. 12:06:38
21 [REDACTED]	21 We basically were hiring him and his
22 [REDACTED]	22 team, but getting some -- like a sort of small
23 [REDACTED]	23 acquisition along with it. It was sort of -- it
24 [REDACTED]	24 was a -- it was a hybrid of the two.
25 [REDACTED] 12:04:40	25 Q. And what was the small acquisition? 12:07:01
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<p>1 A. Well, I mean, he'd set up the company. 12:07:03</p> <p>2 He had, of course, recruited a team. He had -- he</p> <p>3 had -- you know, he had trucks that were -- you</p> <p>4 know, let's call them self-driving trucks, of</p> <p>5 course, with a safety driver. 12:07:18</p> <p>6 I was in one of them. Glad there was a</p> <p>7 safety driver.</p> <p>8 You know, so he was getting down that</p> <p>9 path and building something that he had a team that</p> <p>10 was passionate about, but it was early, you know. 12:07:31</p> <p>11 Q. I see.</p> <p>12 A. Yeah. I mean -- yeah.</p> <p>13 Q. What was the -- what was the benefit of</p> <p>14 doing a structure where you hired him and his team</p> <p>15 through an acquisition as opposed to just hiring 12:07:45</p> <p>16 them directly?</p> <p>17 A. Well, I mean, one was because he wanted</p> <p>18 to -- he was -- he was -- he was building</p> <p>19 something. Like we didn't come up with an</p> <p>20 agreement until, I think, April of '16. He was 12:08:02</p> <p>21 building one way or the other. Right?</p> <p>22 Q. Okay.</p> <p>23 A. So I would have loved to have hired him</p> <p>24 for \$100,000 a year -- that would have been</p> <p>25 amazing -- and been able to recruit lots of 12:08:19</p> <p style="text-align: right;">Page 182</p>	<p>1 A. Yeah. 12:09:21</p> <p>2 Q. Okay.</p> <p>3 A. Yeah. So I think in the December -- at</p> <p>4 some point in January he wasn't a Google employee.</p> <p>5 I'm not sure exactly what that date is. 12:09:27</p> <p>6 Q. It's January 27.</p> <p>7 A. Okay.</p> <p>8 Q. The -- so I apologize.</p> <p>9 A. That's okay.</p> <p>10 Q. So at that time he didn't have a company 12:09:38</p> <p>11 yet, right?</p> <p>12 A. Yeah. I mean, I don't know what the date</p> <p>13 was when he structured his company. I don't know.</p> <p>14 But he was certainly a Google employee at that</p> <p>15 time. 12:09:52</p> <p>16 Q. All right. So just going back, though,</p> <p>17 to that time in January --</p> <p>18 A. Yeah.</p> <p>19 Q. -- what was the reason why either you or</p> <p>20 he wanted to do a deal that was an acquisition 12:10:01</p> <p>21 rather than just hiring him straightaway?</p> <p>22 MS. DUNN: Form.</p> <p>23 THE DEPONENT: I think he was just</p> <p>24 adamant about building a company.</p> <p>25 Q. (By Mr. Verhoeven) Well, the plan -- the 12:10:15</p> <p style="text-align: right;">Page 184</p>
<p>1 wonderful engineers as well. But it's a two-way 12:08:21</p> <p>2 street. Right? The other side, of course, has to</p> <p>3 be excited about what they're doing.</p> <p>4 Q. Right.</p> <p>5 A. You know, they have to feel like they're 12:08:34</p> <p>6 being valued at what they're worth.</p> <p>7 You know, a lot of -- my understanding is</p> <p>8 a lot of Google employees had gotten very huge</p> <p>9 bonuses. So you're just going to have a tougher</p> <p>10 time just recruiting in a situation like that. 12:08:46</p> <p>11 Q. Okay.</p> <p>12 A. And that's why they went and built their</p> <p>13 company and started, because I -- they're like,</p> <p>14 Well, if, you know, we're going to start building</p> <p>15 something, and if you want to be -- us to be a part 12:09:00</p> <p>16 of it, you're going to have to acquire it.</p> <p>17 Q. I apologize. I was just talking about</p> <p>18 the January/December time frame, but I appreciate</p> <p>19 your answer.</p> <p>20 A. No. 12:09:12</p> <p>21 Q. During January and December,</p> <p>22 Mr. Levandowski was still a Google employee,</p> <p>23 right -- or a Waymo employee?</p> <p>24 MS. DUNN: Form.</p> <p>25 Q. (By Mr. Verhoeven) One of the two. 12:09:20</p> <p style="text-align: right;">Page 183</p>	<p>1 plan was that he would build a company that would 12:10:17</p> <p>2 be acquired by Uber, wasn't it?</p> <p>3 MR. CHATTERJEE: Form.</p> <p>4 MS. DUNN: Form.</p> <p>5 THE DEPONENT: Ultimately, in the April 12:10:25</p> <p>6 time frame we signed an agreement to acquire --</p> <p>7 upon certain conditions, but essentially acquire</p> <p>8 his company. That was April, a few months after he</p> <p>9 had left Google.</p> <p>10 Q. (By Mr. Verhoeven) Well, there was 12:10:39</p> <p>11 discussion about that structure --</p> <p>12 A. Yes.</p> <p>13 Q. -- way back in January, right? That</p> <p>14 was -- one of the options was --</p> <p>15 A. Yeah. 12:10:47</p> <p>16 Q. -- instead of hiring him straight out, he</p> <p>17 form a company, and then after a little while you</p> <p>18 would buy the company.</p> <p>19 That was discussed.</p> <p>20 A. That -- that was discussed. 12:10:54</p> <p>21 Q. It was discussed before he left Google,</p> <p>22 right?</p> <p>23 A. That's -- that's correct.</p> <p>24 Q. Okay. And that's the -- there's more</p> <p>25 specifics. But, generally, that's the structure 12:11:04</p> <p style="text-align: right;">Page 185</p>

1 that ended up -- that you ended up going with, 12:11:07	1 stomping, close quote, on Google's IP? 12:14:25
2 right?	2 MS. DUNN: Form.
3 MS. DUNN: Form.	3 THE DEPONENT: I mean, these aren't my
4 THE DEPONENT: I don't know if the	4 notes.
5 structure that was talked about in January is where 12:11:12	5 Q. (By Mr. Verhoeven) I know. 12:14:30
6 we ultimately ended up.	6 A. Right. So all I can say is that I was
7 My guess -- just my recollection -- is	7 always very adamant about making sure that none of
8 that things changed pretty dramatically over those	8 Google's IP ended up at Uber.
9 three months in terms of what the structure of the	9 Q. Okay. You don't remember having this
10 deal would look like and where we ultimately ended 12:11:23	10 discussion in December? 12:14:41
11 up.	11 A. No.
12 But, generally, acquiring a company that	12 Q. Okay. Now, turn to the same document,
13 he built was certainly on the table and certainly	13 Exhibit 336.
14 something we were considering.	14 Do you see those control numbers at the
15 Q. (By Mr. Verhoeven) You were discussing 12:11:35	15 bottom there, on the bottom right? 12:14:55
16 milestones that he would achieve before he left	16 A. Sorry. What do you want me to do right
17 Google, right?	17 now?
18 A. I don't know the specific dates, so I	18 Q. Do you see those control numbers?
19 can't say for sure.	19 A. Yes. 60333.
20 But, again, I think there were a broad 12:11:48	20 Q. I'm going to use those to help you get to 12:15:02
21 range of discussions in the January time frame.	21 the page. All right?
22 Q. Okay. So they could have included	22 A. Yeah.
23 milestones?	23 Q. So using those numbers, can you turn to
24 A. I don't know for sure. I just don't	24 page 331.
25 know. 12:12:01	25 A. Yeah. All right. 12:15:07
Page 186	Page 188
1 (Discussion off the stenographic record.) 12:12:13	1 Q. And the second horizontal green -- 12:15:16
2 Q. (By Mr. Verhoeven) All right. Going	2 A. Yeah.
3 back to Exhibit 366, which you're looking at, same	3 Q. -- bar --
4 page.	4 A. Yeah.
5 The last line says, quote, What about 12:13:23	5 Q. -- it says, "21 January meeting." 12:15:22
6 Google's IP, worried about stomping on this,	6 A. Yeah.
7 question mark.	7 Q. Do you see that?
8 Do you see that?	8 A. Yeah.
9 A. Yes, I do.	9 Q. And "TK" -- TK would be you, right?
10 Q. Again, this is -- these are notes that 12:13:34	10 A. Uh-huh. 12:15:28
11 Mr. Bares took in December of 2015.	11 Q. You have to say "yes" or "no."
12 Do you remember having a discussion about	12 A. Yes. Yes.
13 Google's IP in connection with the Levandowski	13 Q. And Emil, who is that?
14 transaction in or around this time?	14 A. At the time, my head of business
15 MS. DUNN: Form. 12:13:55	15 development. 12:15:34
16 THE DEPONENT: I mean, I remember	16 Q. And Cam is who?
17 generally being pretty adamant about making sure	17 A. Works for Emil, head of corporate
18 that none of Google's IP ended up at Uber.	18 development.
19 Q. (By Mr. Verhoeven) And how did that	19 Q. And just tell me the name.
20 subject come up? 12:14:07	20 A. Sorry? 12:15:42
21 A. Like if you're talking to somebody who	21 Q. Cam means -- the person's name.
22 works at a competitor, the topic naturally comes	22 A. Cameron?
23 up. I don't know specifically how it did.	23 Q. Yeah.
24 Q. Do you remember why -- if it's true, do	24 A. Yeah.
25 you remember why Uber was, quote, worried about 12:14:22	25 Q. Full name. 12:15:48
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<p>1 A. Cameron Poetzscher. 12:15:49</p> <p>2 Q. Okay. Same thing with Emil, what's Emil?</p> <p>3 A. Emil Michael.</p> <p>4 Q. Okay. And then what is that? Is that</p> <p>5 Bam? 12:16:03</p> <p>6 What is -- what's your understanding of</p> <p>7 Bam?</p> <p>8 A. Brian McClendon.</p> <p>9 Q. And then it says, "No hold - on plane."</p> <p>10 A. Okay. 12:16:11</p> <p>11 Q. Do you remember a meeting in January 21st</p> <p>12 with these gentlemen?</p> <p>13 A. Not specifically.</p> <p>14 Q. Do you remember generally meeting in</p> <p>15 January with them? 12:16:21</p> <p>16 A. Yeah. I mean, sometime in that time</p> <p>17 frame, sure.</p> <p>18 Q. And discussion was the deal -- potential</p> <p>19 deal with Mr. Levandowski?</p> <p>20 A. It may have been, yeah. 12:16:34</p> <p>21 Q. This says, on the bottom line within this</p> <p>22 meeting --</p> <p>23 A. Yeah.</p> <p>24 Q. -- quote, TK's advice on legal: Tell</p> <p>25 them we are going to do it, ask how to minimize 12:16:47</p> <p style="text-align: right;">Page 190</p>	<p>1 you think that's being talked about here? 12:17:34</p> <p>2 MR. CHATTERJEE: Form.</p> <p>3 THE DEPONENT: I mean, anytime you're</p> <p>4 going to do -- if -- if you are going to do a deal,</p> <p>5 you need to minimize the risk in doing any deal. 12:17:46</p> <p>6 Q. (By Mr. Verhoeven) Is it -- is it the</p> <p>7 risk that Uber would be sued by Google or Waymo?</p> <p>8 MS. DUNN: Form.</p> <p>9 THE DEPONENT: I don't know specifically</p> <p>10 on this. 12:17:58</p> <p>11 Q. (By Mr. Verhoeven) Did you have</p> <p>12 discussions in January about that?</p> <p>13 A. Anytime we do a transaction, we're going</p> <p>14 to have that discussion, so I would say yes.</p> <p>15 Q. And "minimize pain," what is that in 12:18:13</p> <p>16 reference to?</p> <p>17 MS. DUNN: Form.</p> <p>18 THE DEPONENT: You know, I think a lot of</p> <p>19 times when you are minimizing risk, you come up</p> <p>20 with a lot of rules and processes and bureaucracy. 12:18:21</p> <p>21 And so you have to find a way to do the right thing</p> <p>22 while also letting people who build things continue</p> <p>23 to be builders. Otherwise, you're just -- you're</p> <p>24 just going to get caught in bureaucracy and nobody</p> <p>25 builds anything. 12:18:43</p> <p style="text-align: right;">Page 192</p>
<p>1 risk, minimize pain. 12:16:51</p> <p>2 A. Yeah.</p> <p>3 Q. Close quote.</p> <p>4 A. Yeah.</p> <p>5 Q. Did you say that during the meeting? 12:16:57</p> <p>6 A. I don't know. I could have. I don't</p> <p>7 know.</p> <p>8 Q. You don't have any reason to believe</p> <p>9 these notes are inaccurate, right?</p> <p>10 MS. DUNN: Form. 12:17:05</p> <p>11 THE DEPONENT: I just don't -- I don't</p> <p>12 know. I didn't write them, but I'm not saying, Oh,</p> <p>13 I definitively didn't. I just don't remember.</p> <p>14 Q. (By Mr. Verhoeven) You told the team</p> <p>15 that, We are going to do this deal, and tell legal, 12:17:15</p> <p>16 We are going to do this deal --</p> <p>17 A. Uh-huh.</p> <p>18 Q. -- period, and they needed to minimize</p> <p>19 the risk and minimize the pain --</p> <p>20 MS. DUNN: Form. 12:17:26</p> <p>21 Q. (By Mr. Verhoeven) -- correct?</p> <p>22 MR. CHATTERJEE: Form.</p> <p>23 THE DEPONENT: I don't know. That's</p> <p>24 possible.</p> <p>25 Q. (By Mr. Verhoeven) What's the risk do 12:17:34</p> <p style="text-align: right;">Page 191</p>	<p>1 Q. (By Mr. Verhoeven) As of January 21, you 12:18:44</p> <p>2 had decided that you wanted to do the deal, right?</p> <p>3 MS. DUNN: Form.</p> <p>4 MR. CHATTERJEE: Form.</p> <p>5 THE DEPONENT: I -- I can't say for sure. 12:18:49</p> <p>6 It -- it may have been that I was super interested</p> <p>7 in doing the deal. You know, this -- this could</p> <p>8 have been like -- like a green light, Hey, we're --</p> <p>9 we're interested in doing this, but we've got to</p> <p>10 work through some legal stuff. 12:19:00</p> <p>11 So I don't know.</p> <p>12 Q. (By Mr. Verhoeven) Well, setting this</p> <p>13 down and just --</p> <p>14 A. Yeah.</p> <p>15 Q. -- thinking about your memory -- 12:19:05</p> <p>16 A. Yeah.</p> <p>17 Q. -- in January --</p> <p>18 A. Yeah.</p> <p>19 Q. -- do you remember deciding, Hey, we want</p> <p>20 to do this deal? 12:19:12</p> <p>21 You don't have the structure yet.</p> <p>22 A. Yeah.</p> <p>23 Q. We need to negotiate it, but I want to do</p> <p>24 this deal.</p> <p>25 A. That feels right. 12:19:17</p> <p style="text-align: right;">Page 193</p>

<p>1 Q. Okay. All right. You can set that 12:19:19 2 aside. 3 MR. VERHOEVEN: Let's mark as Exhibit 367 4 another spreadsheet produced by Uber. 5 (Exhibit 367 was marked for 12:20:42 6 identification by the court reporter and is 7 attached hereto.) 8 THE DEPONENT: Would you like me to read 9 this whole document -- 10 Q. (By Mr. Verhoeven) No. 12:21:06 11 A. -- before questioning? 12 Q. No, sir. 13 I'll represent to you that this is 14 another document from John Bares. 15 A. Yeah. 12:21:12 16 Q. And you see on the right-hand side 17 there's page numbers? 18 A. Yeah. Yeah. 19 Q. Can you turn to page 40 -- 20 A. Yeah. 12:21:26 21 Q. -- which is Control No. -- 22 A. I got it. 23 Q. For the record, it's Control No. 60504. 24 Are you there? 25 A. Yeah. 12:21:43 Page 194</p>	<p>1 A. It's possible. 12:22:47 2 Q. Okay. 3 A. It's possible. 4 Q. It says -- one, two, three -- four lines 5 down, quote, Lasers, data, advice, are the three 12:22:56 6 things. 7 Do you see that? 8 A. Yeah. 9 Q. What's that referring to, if you know? 10 MS. DUNN: Form. 12:23:07 11 THE DEPONENT: I don't know. I mean, you 12 should ask John. He would know. I don't -- I 13 don't know what this is. 14 Q. (By Mr. Verhoeven) Did Levandowski tell 15 you that the three things he brought to the table 12:23:17 16 were lasers, data, and advice? 17 A. No. 18 Q. The second-to-last line -- withdrawn. 19 Sticking with that quote I just gave you, 20 did you tell the folks at this meeting on 12:23:33 21 January 4th, 2016, that lasers, data, and advice, 22 are the three things? 23 A. I don't know. I still don't totally know 24 what it means. I know what lasers are. I know 25 what advice is. I don't know, necessarily, what 12:23:55 Page 196</p>
<p>1 Q. Okay. You see at the top, on the left, 12:21:43 2 it says, "TK, 4 January 2016." 3 A. Yeah. 4 Q. And TK is -- is yourself, right? 5 A. I -- I didn't write this, but I would 12:21:56 6 assume so. 7 Q. Yeah. 8 And AL would refer to Levandowski, right? 9 A. Yeah. 10 Q. And if you look down below the AL, to the 12:22:08 11 rite of it, there's a number of sentences there. 12 Do you see those? 13 First one says, quote, TK met up with him 14 over the weekend and is a big fan. 15 A. Okay. 12:22:25 16 Q. Do you see that? 17 A. Yeah. 18 Q. Do you remember what that's referring to, 19 meeting up with Mr. Levandowski over the weekend -- 20 A. I mean, I don't -- 12:22:31 21 Q. -- in January? 22 A. Yeah, I mean, I don't know specifics, but 23 I don't do a deal until I'm a big fan of what -- 24 who somebody is and what they're doing. 25 Q. You met up with -- with Mr. Levandowski? 12:22:42 Page 195</p>	<p>1 data is being referred to here. 12:23:57 2 Q. Okay. 3 A. I just don't know. 4 Q. What are lasers? 5 A. Lasers are like a sensor that shoots 12:24:02 6 beams into the world and gets a reflection back. 7 Q. It's a references to LiDAR, right? 8 MS. DUNN: Form. 9 THE DEPONENT: Yeah. Yeah. Probably. 10 Q. (By Mr. Verhoeven) The second-to-last 12:24:16 11 line there says, quote, TK believes that lasers 12 will be the longest pole, and we need access to 13 tech. And then it says, paren, "This part is" -- 14 and, let's see -- "This part is easy," close paren. 15 Do you see that? 12:24:35 16 A. Yeah. 17 Q. Have you ever heard of something being 18 referred to as the longest pole? 19 A. Yeah. 20 Q. What does it -- what's your understanding 12:24:44 21 of what that -- what that means when someone says 22 that? 23 A. It means like it's going to -- like if -- 24 if you don't -- like -- let me give you an example. 25 Like if it were a reference to, like, 12:24:56 Page 197</p>

<p>1 lasers being the longest pole, nobody, even today, 12:24:57</p> <p>2 is making lasers -- LiDAR at scale.</p> <p>3 If you're going to have a million cars on</p> <p>4 the road, there's literally nobody on the planet</p> <p>5 who's making enough lasers to put on these cars. 12:25:10</p> <p>6 Q. Okay.</p> <p>7 A. So you need to start working on something</p> <p>8 like scale production of lasers or a vendor who</p> <p>9 provides them at scale if you're going to get a</p> <p>10 million cars. You could have software that works, 12:25:23</p> <p>11 you could have all the cars, everything, but if you</p> <p>12 don't have enough lasers to put on these cars,</p> <p>13 these cars will not be able to drive themselves.</p> <p>14 Q. So this sentence is basically saying, The</p> <p>15 thing we need to work on the most is lasers and we 12:25:35</p> <p>16 need that technology.</p> <p>17 MS. DUNN: Form.</p> <p>18 MR. CHATTERJEE: Form.</p> <p>19 THE DEPONENT: Not exactly.</p> <p>20 Q. (By Mr. Verhoeven) Okay. 12:25:43</p> <p>21 A. Right. So it doesn't --</p> <p>22 Q. Use your words then.</p> <p>23 A. Yeah, yeah. It doesn't mean that it's</p> <p>24 the thing we need to work on the most, but it means</p> <p>25 that if you don't -- if you don't have an effort to 12:25:50</p> <p style="text-align: right;">Page 198</p>	<p>1 necessarily for sure. There are other ways to 12:26:53</p> <p>2 do -- to work on autonomous vehicles without</p> <p>3 lasers.</p> <p>4 Q. Okay.</p> <p>5 A. But the general consensus in the 12:27:01</p> <p>6 industry, that not everybody agrees with, but the</p> <p>7 general consensus, most people would agree that</p> <p>8 doing -- that having lasers is the easier way of</p> <p>9 doing it.</p> <p>10 Q. Okay. And -- and this sentence is 12:27:12</p> <p>11 basically saying that, right? That lasers will be</p> <p>12 the longest pole -- that's basically saying that</p> <p>13 for -- for Uber lasers will be the longest pole,</p> <p>14 right?</p> <p>15 MS. DUNN: Form. 12:27:31</p> <p>16 THE DEPONENT: I don't think it's just</p> <p>17 for Uber; I think it's for anybody in the autonomy</p> <p>18 space.</p> <p>19 Q. (By Mr. Verhoeven) Okay. And then it</p> <p>20 says, "And we need access to tech. This part is 12:27:37</p> <p>21 easy."</p> <p>22 Do you see that?</p> <p>23 A. Yeah.</p> <p>24 Q. What's that a reference to?</p> <p>25 A. I mean, I -- I can't say for sure. 12:27:45</p> <p style="text-align: right;">Page 200</p>
<p>1 start working on it, it could slow all the other 12:25:55</p> <p>2 efforts down.</p> <p>3 Like, you know, how to put it, it's like</p> <p>4 you could have a car fully built, like a new Tesla,</p> <p>5 all the whiz, bam, awesome things that are on it, 12:26:10</p> <p>6 but if it didn't have tires, like if you couldn't</p> <p>7 get tires on the car, that would be your longest</p> <p>8 pole.</p> <p>9 Q. I see.</p> <p>10 A. It doesn't necessarily mean that you're 12:26:23</p> <p>11 going to spend all your time making tires, it may</p> <p>12 even be the tires are easy. But if you don't have</p> <p>13 tires, your Tesla is going nowhere. And it's kind</p> <p>14 of like that.</p> <p>15 Q. Okay. So using that anal- -- using that 12:26:35</p> <p>16 explanation --</p> <p>17 A. Yeah.</p> <p>18 Q. -- this sentence is saying, If you don't</p> <p>19 have lasers, then you're not going to be able to --</p> <p>20 to have the AV vehicle. 12:26:45</p> <p>21 MR. CHATTERJEE: Form.</p> <p>22 THE DEPONENT: That -- that is for sure,</p> <p>23 yeah.</p> <p>24 Q. (By Mr. Verhoeven) And --</p> <p>25 A. Well, it's not -- excuse me. It's not 12:26:50</p> <p style="text-align: right;">Page 199</p>	<p>1 Q. Well, let me ask you -- 12:27:51</p> <p>2 A. Yeah.</p> <p>3 Q. -- were you referring to Mr. Levandowski</p> <p>4 in connection with that statement, "We need access</p> <p>5 to tech"? 12:27:57</p> <p>6 MS. DUNN: Form.</p> <p>7 THE DEPONENT: Well, I mean, at this time</p> <p>8 we're looking at a bunch of different vendors of</p> <p>9 laser technology.</p> <p>10 So there's -- there's like -- there's a 12:28:05</p> <p>11 company called Quanergy. There's a company called</p> <p>12 Velodyne. There's a company called Luminar.</p> <p>13 We're looking at that, and getting access</p> <p>14 to those lasers is super important, somebody who</p> <p>15 knows those vendors, knows the products that they 12:28:23</p> <p>16 have, and what's possible, what's not.</p> <p>17 Are they scaling their manufacturing or</p> <p>18 not? How does scale manufacturing of lasers work?</p> <p>19 Like that's super important. So I don't</p> <p>20 know -- I don't know exactly what this means, but 12:28:37</p> <p>21 it could be something like that.</p> <p>22 Q. (By Mr. Verhoeven) Well, it looks like</p> <p>23 this is saying, in this meeting that you're in,</p> <p>24 that you stated, in connection with your</p> <p>25 discussions with Mr. Levandowski, that, We need 12:28:48</p> <p style="text-align: right;">Page 201</p>

<p>1 access to this LiDAR technology. 12:28:52</p> <p>2 MS. DUNN: Form.</p> <p>3 Q. (By Mr. Verhoeven) Is that a fair</p> <p>4 reading of this document?</p> <p>5 MR. CHATTERJEE: Form. 12:29:01</p> <p>6 MS. DUNN: Form.</p> <p>7 THE DEPONENT: I mean, you should ask</p> <p>8 John Bares.</p> <p>9 My -- my statement is -- or, sorry, my</p> <p>10 explanation is simply that Uber didn't -- we didn't 12:29:04</p> <p>11 know much about lasers, to be honest. We knew a</p> <p>12 little bit. We had some people who knew it, but</p> <p>13 certainly at the leadership level, we felt like we</p> <p>14 needed more expertise in this.</p> <p>15 And, again, understanding who the vendors 12:29:21</p> <p>16 were, who's making what, who's got a chance to</p> <p>17 scale manufacturing, who doesn't, should we make it</p> <p>18 ourselves, like all those questions are things that</p> <p>19 we were only just beginning to learn how to answer.</p> <p>20 And getting people who knew that space well is 12:29:37</p> <p>21 super important.</p> <p>22 Q. (By Ms. Dunn) Why would you have said,</p> <p>23 just so I understand -- I understand you don't</p> <p>24 remember specifics --</p> <p>25 A. Yeah. 12:29:48</p> <p style="text-align: right;">Page 202</p>	<p>1 A. No, not exactly. I -- you know, I'm 12:30:43</p> <p>2 trying to guess what I'm -- what -- what -- how I</p> <p>3 think about these things to help you understand</p> <p>4 these notes maybe. But I think John took these</p> <p>5 notes, and I'm doing the best I can. 12:30:55</p> <p>6 Q. I understand.</p> <p>7 You don't have any reason to believe that</p> <p>8 these notes are inaccurate, do you?</p> <p>9 A. I'm sure there's inaccuracies in here. I</p> <p>10 just -- I -- I can't say specifically. 12:31:08</p> <p>11 Q. Do you see any inaccuracies over the</p> <p>12 stuff we just went over?</p> <p>13 MR. CHATTERJEE: Form.</p> <p>14 MS. DUNN: Form.</p> <p>15 THE DEPONENT: I just -- I -- I -- I 12:31:15</p> <p>16 don't know. I don't know. I don't understand what</p> <p>17 all that means, so it's hard to know what's</p> <p>18 inaccurate.</p> <p>19 Q. (By Ms. Dunn) But you don't see anything</p> <p>20 that you know is inaccurate looking at it right 12:31:26</p> <p>21 now?</p> <p>22 MR. CHATTERJEE: Form.</p> <p>23 MS. DUNN: Form.</p> <p>24 THE DEPONENT: My understanding of this</p> <p>25 document is inaccurate, but I just don't know 12:31:33</p> <p style="text-align: right;">Page 204</p>
<p>1 Q. -- so I'm just going to ask you, why 12:29:48</p> <p>2 would you have said in January of 2006 that --</p> <p>3 A. '16.</p> <p>4 Q. '16. Thank you.</p> <p>5 -- that laser, that -- referring to 12:29:58</p> <p>6 lasers --</p> <p>7 A. Yeah.</p> <p>8 Q. -- that, quote, This part is easy? Close</p> <p>9 quote.</p> <p>10 MS. DUNN: Form. 12:30:06</p> <p>11 MR. CHATTERJEE: Join.</p> <p>12 THE DEPONENT: Well, it maybe -- I mean,</p> <p>13 again, access to tech -- like, again, if you're</p> <p>14 talking to Quanergy and Luminar and these things,</p> <p>15 and they're vendors, and you need to assess whether 12:30:17</p> <p>16 those things work or not, that's not -- that's -- a</p> <p>17 lot harder would be not using lasers. That would</p> <p>18 be a lot harder.</p> <p>19 Q. (By Ms. Dunn) Okay. So you don't think</p> <p>20 he's referring to the access to the tech? 12:30:31</p> <p>21 A. Well, I just don't know -- again, I -- I</p> <p>22 think you need to ask John what exactly he means by</p> <p>23 this.</p> <p>24 Q. You don't remember saying that at this</p> <p>25 meeting? 12:30:41</p> <p style="text-align: right;">Page 203</p>	<p>1 enough. 12:31:35</p> <p>2 Q. (By Ms. Dunn) Just for the record --</p> <p>3 A. Yeah.</p> <p>4 Q. -- is there anything in this area of the</p> <p>5 page, which is page 40, and the reference to the 12:31:43</p> <p>6 January 4th, 2016, meeting down to -- from the top</p> <p>7 down to the last row before TRB panel -- do you see</p> <p>8 that section?</p> <p>9 A. Yeah, yeah.</p> <p>10 Q. In that section, is there anything in 12:32:09</p> <p>11 there that's stated that is inaccurate, to your</p> <p>12 knowledge?</p> <p>13 MS. DUNN: Form.</p> <p>14 THE DEPONENT: Look, when I look at this</p> <p>15 overall page, there are inaccuracies on here. 12:32:18</p> <p>16 Q. (By Ms. Dunn) What's inaccurate?</p> <p>17 A. "Assume TK is working for me."</p> <p>18 Q. Okay.</p> <p>19 A. I promise you, I did not work for</p> <p>20 John Bares. 12:32:29</p> <p>21 Q. Where is that?</p> <p>22 A. That's on the second line after "Org</p> <p>23 ideas."</p> <p>24 Like I -- I am absolutely certain I never</p> <p>25 worked for John Bares. 12:32:38</p> <p style="text-align: right;">Page 205</p>

<p>1 Q. Okay. I was asking you about a different 12:32:39 2 part of the page. 3 Did you understand that my question was 4 directed from the top of the page down to above -- 5 immediately above where it says, "TRB panel"? 12:32:53 6 A. No. 7 Q. Do you see that? 8 A. Yeah. Yeah, I see that. 9 Q. In that section of the page -- 10 A. I see. 12:33:03 11 Q. -- is there anything there that you are 12 reading now or you see now that is inaccurate? 13 MS. DUNN: Form. 14 MR. CHATTERJEE: Form. 15 THE DEPONENT: I don't understand what 12:33:20 16 each line says. 17 Q. (By Ms. Dunn) No, I'm just asking if 18 something stands out as being inaccurate. 19 MS. DUNN: Form. 20 THE DEPONENT: I can't find anything -- 12:33:26 21 MR. CHATTERJEE: Form. 22 THE DEPONENT: -- that I do understand 23 that is inaccurate. 24 Q. (By Mr. Verhoeven) Okay. Thank you. 25 A. But I promise you, I didn't work for 12:33:34 Page 206</p>	<p>1 A. It's a -- is an internal subsidiary, but 12:37:32 2 valued separately for some period. 3 Q. Newco is referring to the company that in 4 the future would be what Anthony Levandowski 5 created, correct? 12:37:49 6 A. That's fair. It was like a project name. 7 Q. Okay. And what is this -- what's your 8 understanding of what this is summarizing? 9 A. I don't know. I have to read the whole 10 thing. Let me see. 12:38:03 11 Q. Let me just ask you a question and see if 12 you can answer it. 13 A. Okay. 14 Q. Is this summarizing a potential deal with 15 Mr. Levandowski in which he would form a company 12:38:35 16 and it would be bought by Uber? 17 A. I'm not sure who got -- I'm just working 18 through it here. 19 It looks like it's something along those 20 lines. 12:39:01 21 So I would say it appears to be. 22 Q. Okay. 23 A. But I haven't read the whole document, 24 but it appears to be true, that it appears to be an 25 accurate description. 12:39:13 Page 208</p>
<p>1 John. 12:33:36 2 (Discussion off the stenographic record.) 3 Q. (By Ms. Dunn) Direct your attention, in 4 the same document, to -- and this is Exhibit 367, 5 direct your attention to page 46. 12:35:11 6 A. Okay. 7 Q. I'm self-editing myself, so I'm not going 8 to ask you any more questions about this document. 9 A. Okay. 10 MR. VERHOEVEN: Let's mark as 12:36:42 11 Exhibit 368, an email from Cameron -- 12 Q. (By Mr. Verhoeven) How do you pronounce 13 her last name? 14 A. Poetzsch. 15 MR. VERHOEVEN: -- Poetzsch to several 12:36:54 16 people, including Travis Kalanick, dated 17 January 5th, 2016. 18 (Exhibit 368 was marked for 19 identification by the court reporter and is 20 attached hereto.) 12:37:09 21 Q. (By Mr. Verhoeven) This is an email from 22 Cameron to you and some other people, correct? 23 A. Yeah. Yes. 24 Q. And what is Newco that's referred to 25 there? 12:37:29 Page 207</p>	<p>1 Q. Okay. Do you remember discussing a deal 12:39:14 2 structure in or around January 5th with folks at 3 Uber for a potential deal with Mr. Levandowski in 4 which he would first form a company and then later 5 Uber would buy that company? 12:39:34 6 MS. DUNN: Form. 7 MR. CHATTERJEE: Form. 8 THE DEPONENT: I mean, certainly in 9 January we had discussions about some kind of -- 10 like the different structures we could potentially 12:39:45 11 go into in acquiring a company. 12 Q. (By Mr. Verhoeven) Why would it make any 13 sense to do a structure where you agree that first 14 Mr. Levandowski and his team would form a company 15 and then later Uber would buy that company versus 12:40:07 16 just hiring Mr. Levandowski and -- and his team? 17 MR. CHATTERJEE: Form. 18 MS. DUNN: Form. 19 THE DEPONENT: I mean, you would have 20 to -- I think there's a couple of reasons. 12:40:24 21 One is you -- you would have to come up 22 with some kind of -- some kind of structure to 23 bring those employees in if you wanted to. 24 And if you didn't -- if they didn't -- 25 if -- if there are a group of people who wanted to 12:40:46 Page 209</p>



<p>1 come across, but they wanted to prevent us from 12:40:49</p> <p>2 hiring each individual, I could imagine wanting to</p> <p>3 structure a company they were all a part of, and</p> <p>4 then requiring us to buy that structure in order to</p> <p>5 get all of them. 12:41:02</p> <p>6 So it was almost like -- kind of</p> <p>7 collective bargaining almost.</p> <p>8 Q. (By Mr. Verhoeven) Who -- who would want</p> <p>9 to prevent you from hiring the people directly? I</p> <p>10 didn't understand. 12:41:11</p> <p>11 A. So let's say -- let's say there was a</p> <p>12 group -- let's say hypothetically you had a group</p> <p>13 of 20 people who wanted to go start something</p> <p>14 together, but they were getting persuaded or</p> <p>15 convinced, like, hey maybe they should start that 12:41:23</p> <p>16 something or build that something with a</p> <p>17 partnership with somebody else.</p> <p>18 Q. Okay.</p> <p>19 A. Those folks might be really, really</p> <p>20 worried about us talking to each of the individuals 12:41:34</p> <p>21 and getting a far better deal for us by picking</p> <p>22 them off one a time versus being forced to do the</p> <p>23 whole thing at once. Right?</p> <p>24 Q. Did Mr. Levandowski, was he pushing this</p> <p>25 structure? Do you remember? 12:41:55</p> <p style="text-align: right;">Page 210</p>	<p>1 that didn't really happen like this, but that's 12:43:06</p> <p>2 fine.</p> <p>3 Q. Well, I guess my question was this,</p> <p>4 referring to this document, Exhibit 368, was</p> <p>5 discussed in January not -- not eventually, but in 12:43:23</p> <p>6 January in 2016.</p> <p>7 A. Yeah, but this is not the structure we</p> <p>8 ended -- we didn't end up with this structure. So</p> <p>9 this was like an option, but it doesn't seem like</p> <p>10 we ended up with something that looked like this. 12:43:35</p> <p>11 Q. I understand that.</p> <p>12 A. Okay.</p> <p>13 Q. Sorry. I'm just asking you, in January</p> <p>14 of 2016, does this look like what was being</p> <p>15 discussed, referring to the exhibit? 12:43:44</p> <p>16 A. Well, I mean, the email was sent, so</p> <p>17 yeah.</p> <p>18 MR. VERHOEVEN: Before we do another</p> <p>19 document, do we need a break?</p> <p>20 THE DEPONENT: Yes. 12:44:00</p> <p>21 MR. VERHOEVEN: All right. Let's go off</p> <p>22 the record.</p> <p>23 THE VIDEOGRAPHER: Okay. Going off the</p> <p>24 record. The time is 12:43.</p> <p>25 (Recess taken.) 12:44:28</p> <p style="text-align: right;">Page 212</p>
<p>1 MR. CHATTERJEE: Form. 12:41:59</p> <p>2 THE DEPONENT: I mean, generally, he was</p> <p>3 not -- he was not okay or in any way tolerant of a</p> <p>4 situation where we hired individuals.</p> <p>5 Q. (By Mr. Verhoeven) And what did he say 12:42:08</p> <p>6 to you about that?</p> <p>7 A. He said, I'm going to start a company.</p> <p>8 It's going to be a trucking company.</p> <p>9 I mean, eventually, he got there. He had</p> <p>10 a lot of different options at the beginning, a lot 12:42:17</p> <p>11 of different areas he was exploring.</p> <p>12 And if you want -- if you want access to</p> <p>13 this kind of talent, you're going to have to buy</p> <p>14 the whole thing. Kind of all or nothing.</p> <p>15 Q. And this was -- is it your recollection 12:42:33</p> <p>16 that --</p> <p>17 A. Yeah.</p> <p>18 Q. -- this was discussed in or around</p> <p>19 January 5th of 2016 with him?</p> <p>20 A. I mean, this sort of describes a 12:42:41</p> <p>21 structure that we would acquire, but it's --</p> <p>22 it's -- it's -- it doesn't look like where we</p> <p>23 ultimately ended up.</p> <p>24 So I don't know -- I mean, I think things</p> <p>25 changed over time, but this is one potential thing 12:42:57</p> <p style="text-align: right;">Page 211</p>	<p>1 THE VIDEOGRAPHER: This marks the 01:21:15</p> <p>2 beginning of DVD No. 3 in the deposition of</p> <p>3 Travis Kalanick. Going back on the record. The</p> <p>4 time is 1:21.</p> <p>5 (Exhibit 369 was marked for 01:21:23</p> <p>6 identification by the court reporter and is</p> <p>7 attached hereto.)</p> <p>8 MR. VERHOEVEN: I would like to mark as</p> <p>9 Exhibit 369 an email from Cameron Poetzsch?</p> <p>10 A. Poetzsch. 01:21:35</p> <p>11 Q. Poetzsch?</p> <p>12 A. Yeah.</p> <p>13 Q. To -- Mr. Kalanick and some other folks,</p> <p>14 January 9th, 2016. What is "Project Dollar Sign"?</p> <p>15 A. I think that's referring to this project. 01:22:13</p> <p>16 Q. Why was it called Project Dollar Sign?</p> <p>17 A. Because I -- I started calling this -- I</p> <p>18 started talking about Uber super-duper.</p> <p>19 Q. Uber super-duper?</p> <p>20 A. Uber super-duper, which was U.S.D., and 01:22:37</p> <p>21 dollar sign just seemed like a more fun way of</p> <p>22 doing it.</p> <p>23 Q. And why did you call it Uber super-duper?</p> <p>24 A. I don't know.</p> <p>25 Q. You thought it was a super-duper deal? 01:22:49</p> <p style="text-align: right;">Page 213</p>

<p>1 A. Yeah, I just -- you know, I'm always 01:22:51 2 having fun. 3 Q. Okay. This is an email that you received 4 on January 9th, 2016, correct? 5 A. Yeah. Yeah, I think so. Yeah. 01:23:01 6 Q. And it states, "He came back to us with 7 proposed milestones yesterday. See attached." 8 Do you see that? 9 A. Yeah. 10 Q. And below that email, it's -- it's in 01:23:16 11 response to an earlier email from yourself, 12 correct? 13 A. Yeah. 14 Q. And that's dated same day; it's 15 January 9th, 2016? 01:23:25 16 A. Yeah. 17 Q. And you sent that email, correct? 18 A. Looks like it, yes. 19 Q. Do you remember discussing milestones -- 20 negotiating milestones with Mr. Levandowski in 01:23:37 21 January -- in or about January 9 of 2017? 22 A. I know people were talking about 23 different structures, and milestones was certainly 24 one of them. And I wasn't involved in the details 25 on this, but certainly, it looks like, being kept 01:23:54 Page 214</p>	<p>1 it is. I am not sure. 01:25:18 2 Q. (By Mr. Verhoeven) Do you -- they refer 3 to compensation, right? 4 A. Again, I don't know. I just don't -- I 5 don't know. 01:25:29 6 Q. Well, setting down the document, was it 7 your understanding -- you -- you remember a 8 discussion of milestones, right? 9 A. Yes. 10 Q. And you remember that the milestones 01:25:40 11 would be associated with the compensation as part 12 of the deal, right? 13 A. Yes. 14 Q. Okay. 15 A. Yes. 01:25:51 16 Q. So you don't have any reason to believe 17 those percentages aren't associated with the 18 compensation, right? 19 MS. DUNN: Form. 20 MR. CHATTERJEE: Form. 01:25:59 21 THE DEPONENT: I -- I don't know 22 what they -- what they refer to. They -- they 23 could very well refer to that. 24 Q. (By Mr. Verhoeven) Okay. You can set 25 that document aside. 01:26:20 Page 216</p>
<p>1 abreast of it. 01:24:01 2 Q. And if you turn to the next -- the back 3 page that has the list of draft milestones. 4 Do you see that? 5 A. Yeah. 01:24:07 6 Q. Is that what it looks like to you? 7 MR. CHATTERJEE: Form. 8 THE DEPONENT: Yeah. It looks like 9 different types of milestones. 10 Q. (By Mr. Verhoeven) Well, this was sent 01:24:30 11 to you in January, right? 12 A. Yeah. Yes. 13 Q. And at this time, Mr. Levandowski was 14 still a Google employee, right? 15 A. Yeah, I believe so. 01:24:42 16 Q. And this was contemplating an acquisition 17 of a company to be formed in the future, correct? 18 A. I think so, yeah. 19 Q. And then these are milestones that 20 Mr. Levandowski and his group would need to achieve 01:25:00 21 in order to get the percentage compensations listed 22 on the right, correct? 23 MS. DUNN: Form. 24 THE DEPONENT: Yeah, I don't know what 25 the percents are on the right. That might be what 01:25:15 Page 215</p>	<p>1 A. Okay. 01:26:22 2 MR. VERHOEVEN: I would like to mark as 3 Exhibit 370 an email string bearing Control Numbers 4 60147 through 156. 5 (Exhibit 370 was marked for 01:26:50 6 identification by the court reporter and is 7 attached hereto.) 8 Q. (By Mr. Verhoeven) Mr. Kalanick, I don't 9 want you to read this whole thing -- 10 A. Okay. 01:27:07 11 Q. -- but feel free to familiarize yourself 12 with the string. I am going to have a question on 13 the page that bears Control Number 150? 14 A. Okay. Okay. 15 Q. And there's an email from 01:27:29 16 Cameron Poetzsch to Emil Michael, and you are 17 cc'd on it. It is dated January 20th, 2016. 18 Do you see that? 19 A. Yeah. I think it's from Emil to Cameron. 20 Q. I'm directing you just to the bottom. 01:27:49 21 A. Oh, I see. Sorry. I missed that. Yeah. 22 Q. You see that one? 23 A. Yeah. 24 Q. Go ahead and read that to yourself, the 25 text. 01:28:00 Page 217</p>

1 A. Okay. 01:28:21	1 the deal? 01:30:35
2 Q. There's another paragraph to it, but...	2 A. I don't remember specifically.
3 A. Oh.	3 Q. Okay. Would you agree that [REDACTED]
4 Q. Okay. Going back to the first paragraph	4 [REDACTED] at this time, would be a lot of money for
5 on May 25 -- this -- sticking with this email -- 01:28:39	5 25 people? 01:30:47
6 A. Uh-huh.	6 MS. DUNN: Form.
7 Q. -- do you see where it says [REDACTED]?	7 THE DEPONENT: Well, I think it's very
8 A. Yeah.	8 much dependent upon how that compensation is
9 Q. That's [REDACTED]	9 structured.
10 A. Yeah. 01:28:48	10 Q. (By Mr. Verhoeven) Okay. But -- all 01:31:02
11 Q. What -- what is your under- -- well, you	11 right. That's a fair -- I will move on.
12 were involved -- I take it you were involved in	12 You can go to a new exhibit --
13 this discussion with your management team about	13 A. What's that?
14 negotiating the financial terms of the deal with	14 Q. You can put that aside.
15 Mr. Levandowski? 01:29:02	15 A. Okay. 01:31:16
16 A. Yeah, that's true.	16 MR. VERHOEVEN: Let's mark as Exhibit 371
17 Q. Okay. Can you tell me what this [REDACTED]	17 an email string bearing Control Numbers 60665 --
18 [REDACTED] is in reference to?	18 Uber 60665 through 676.
19 A. I don't know. I don't know for sure.	19 (Exhibit 371 was marked for
20 It's -- 01:29:13	20 identification by the court reporter and is
21 Q. [REDACTED]	21 attached hereto.)
22 [REDACTED]	22 Q. (By Mr. Verhoeven) Now, this is a long
23 A. [REDACTED]	23 string. Feel free to familiarize yourself with it
24 Q. Yeah. So you interpret this [REDACTED]	24 to the extent you need to.
25 [REDACTED] 01:29:26	25 My question -- my first question concerns 01:32:21
Page 218	Page 220
1 [REDACTED] 01:29:29	1 the email on page 665 through 666, on the bottom of 01:32:27
2 Q. And that's the way you were negotiating	2 665, from Cameron, where it says,
3 with Mr. Levandowski at this time?	3 "Cameron Poetzsch wrote..."?
4 A. It -- yeah, probably. I mean, I -- I --	4 A. Yeah. Okay. What about it?
5 my understanding, we ended up different than what 01:29:38	5 Q. If you go to the end, it says, "Jeff, I 01:32:53
6 this is sort of contemplating. But that appears to	6 think we need to do some quick work on per capita
7 be what's going on here.	7 equity for these guys versus other recent hires to
8 Q. And then if you look up to the top email	8 show them their math is wrong on not getting a
9 on page 150, that's an email from Emil Michael to	9 sufficient premium to off-the-street folks."
10 Cameron Poetzsch, and cc'ing yourself, correct? 01:29:54	10 Do you see that? 01:33:15
11 A. Yeah.	11 A. Uh-huh.
12 Q. And Emil says, "But that's" -- all caps	12 Q. That's referring to -- where it says
13 -- "a LOT of money for 25 people. A lot."	13 "them," that's referring to Mr. Levandowski and his
14 Do you see that?	14 team?
15 A. Yeah. Yeah. 01:30:08	15 A. Yeah. I mean, that seems about right. 01:33:28
16 Q. Do you remember having any discussions	16 Q. And they were demanding a premium over
17 with Mr. Michael about this payment and whether it	17 people you could just buy in the industry?
18 was too much?	18 MS. DUNN: Form.
19 A. I don't remember specific conversations,	19 THE DEPONENT: I think there's a
20 but I think also it -- it may have been a 01:30:18	20 difference between when you just hire individuals 01:33:39
21 misunderstanding of the structure of the deal	21 that come in through resumes, your job Website,
22 itself, due to a -- a misunderstanding of the	22 versus a group of people who have worked together,
23 structure of the deal.	23 you know.
24 Q. Did you have a discussion with	24 Q. (By Mr. Verhoeven) What extra value does
25 Mr. Michael about any misunderstanding he had of 01:30:32	25 that give you? 01:33:54
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<p>1 A. It means you can -- you get a team of 01:33:56</p> <p>2 people that work together, you are going to -- you</p> <p>3 are going to -- you are going to move faster. You</p> <p>4 are going to be able to build and innovate faster</p> <p>5 than you otherwise would. 01:34:10</p> <p>6 Q. And why is that?</p> <p>7 A. Like, if you take somebody in, and they</p> <p>8 are used to working one way, they put on a team</p> <p>9 that's used to working another way. Everybody has</p> <p>10 to get to know each other. It just takes a lot of 01:34:24</p> <p>11 time to get people gelling as a team.</p> <p>12 Q. Did you have any discussions with</p> <p>13 Mr. Levandowski or his team concerning his request</p> <p>14 for premium over off-the-street folks?</p> <p>15 MS. DUNN: Form. 01:34:43</p> <p>16 THE DEPONENT: I mean, this whole deal</p> <p>17 was about a premium over off-the-street folks. I</p> <p>18 mean, the whole deal was about how do -- how does</p> <p>19 Uber bring on a large group -- as large as possible</p> <p>20 group of people that are super talented in the 01:34:58</p> <p>21 space -- in a space that is, you know, getting more</p> <p>22 and more interest from more and more big tech</p> <p>23 companies, where talent -- there's not a lot of</p> <p>24 talent that -- that has the experience in the</p> <p>25 space. 01:35:14</p> <p style="text-align: right;">Page 222</p>	<p>1 would do things that were dumb and make mistakes; 01:36:15</p> <p>2 whereas, the person with experience would know</p> <p>3 that's not the way you want to go; you want to go</p> <p>4 somewhere else, right?</p> <p>5 MS. DUNN: Objection to form. 01:36:24</p> <p>6 THE DEPONENT: The toy manufacturer would</p> <p>7 have to do a lot of research, understanding sort of</p> <p>8 industry-known techniques for building cars;</p> <p>9 whereas, the person who is already in the</p> <p>10 car-building industry already knows those basics. 01:36:38</p> <p>11 Q. (By Mr. Verhoeven) But, here, we are</p> <p>12 talking about folks in the AV tech industry versus</p> <p>13 folks in the AV tech industry, right?</p> <p>14 MR. CHATTERJEE: Form.</p> <p>15 MS. DUNN: Objection to form. 01:36:55</p> <p>16 THE DEPONENT: I don't know if that's</p> <p>17 clear; but, certainly, getting a team of people</p> <p>18 together that's worked -- that's some of the best</p> <p>19 experts in the world, and get them on board,</p> <p>20 working as a team as quickly as possible, is 01:37:09</p> <p>21 incredibly valuable.</p> <p>22 I mean, you look at the deals that were</p> <p>23 going on at this time. You have, like a cruise</p> <p>24 deal that was in, like, the billion-dollar range.</p> <p>25 You have companies like Amazon, Apple, others sort 01:37:19</p> <p style="text-align: right;">Page 224</p>
<p>1 So we felt that it was important to move 01:35:16</p> <p>2 fast on talent and that that was worth a premium.</p> <p>3 Q. (By Mr. Verhoeven) They knew what to do</p> <p>4 and what not to do?</p> <p>5 MR. CHATTERJEE: Form. 01:35:26</p> <p>6 MS. DUNN: Form.</p> <p>7 THE DEPONENT: I mean, look, if I were --</p> <p>8 if I were in the car manufacturing business, I</p> <p>9 would do better for myself to hire people who are</p> <p>10 in the car manufacturing business versus somebody 01:35:43</p> <p>11 who builds toys for kids.</p> <p>12 Right?</p> <p>13 Q. (By Mr. Verhoeven) Right.</p> <p>14 A. Because they know they have experience</p> <p>15 doing the things that they are going to be doing. 01:35:52</p> <p>16 And that's typically how hiring works.</p> <p>17 Q. They would know how to proceed; whereas,</p> <p>18 the person that was the toy manufacturer, I think</p> <p>19 you said, would not, correct?</p> <p>20 A. Yeah. They just have -- 01:36:06</p> <p>21 MR. CHATTERJEE: Form.</p> <p>22 MS. DUNN: Objection to form.</p> <p>23 THE DEPONENT: Sorry. Yeah, they have</p> <p>24 experience in that space. And that's important.</p> <p>25 Q. (By Mr. Verhoeven) The toy manufacturer 01:36:14</p> <p style="text-align: right;">Page 223</p>	<p>1 of sniffing around, bringing on talent at, like, 01:37:23</p> <p>2 exorbitant rates.</p> <p>3 And to be honest, if you just look at any</p> <p>4 scan of AV acquisitions or machine learning or</p> <p>5 other types that are related, the kinds of 01:37:38</p> <p>6 acquisitions and the kind of premium that the</p> <p>7 talent is getting right now, it's not really</p> <p>8 disputable that that's just normal.</p> <p>9 Q. (By Mr. Verhoeven) Why are they getting</p> <p>10 such a premium? 01:37:50</p> <p>11 A. Because they are in high demand.</p> <p>12 Q. Well, that begs the question: Why are</p> <p>13 they in high demand?</p> <p>14 A. What's that?</p> <p>15 Q. Why are they in high demand? 01:37:59</p> <p>16 A. Because, like, there are only so many</p> <p>17 people who are really good at machine learning as</p> <p>18 it relates to perception software, and there's a</p> <p>19 lot more demand for those people than there is</p> <p>20 people that can do it. And so the price goes up. 01:38:18</p> <p>21 Q. Did Mr. Levandowski's group offer a</p> <p>22 better -- higher value to you than some other group</p> <p>23 in the AV industry?</p> <p>24 MS. DUNN: Form.</p> <p>25 MR. CHATTERJEE: Form. 01:38:30</p> <p style="text-align: right;">Page 225</p>

<p>1 THE DEPONENT: I mean, this was just a 01:38:32 2 high-quality team. 3 Q. (By Mr. Verhoeven) Well, you thought it 4 was the highest quality around, right? 5 A. I think that -- so at that -- yeah, at 01:38:43 6 the time, I was -- I was convinced that Anthony was 7 one of the best minds in the world in autonomy. 8 And I still think that is probably the case. 9 Q. Direct your attention to page -- with the 10 Control Number 668. And I want to ask you a 01:39:02 11 question about the top email -- 12 A. Uh-huh. 13 Q. -- from Jeff Holden. 14 Do you see that? 15 A. Yeah. Yeah. 01:39:20 16 Q. And he says, "Travis' guidance on this 17 was to move as fast as possible and to try to get 18 the definitive docs signed by a few days after he's 19 back if the office." 20 A. Yeah. 01:39:36 21 Q. Do you remember pushing to get the deal 22 done as fast as possible? 23 A. I do that with every deal. 24 Q. So -- so do you remember it? 25 A. No, but that doesn't surprise me. 01:39:50 Page 226</p>	<p>1 string of emails. So if you need to, feel free to 01:41:41 2 review it to get context. I am not going to ask 3 you about the whole thing. 4 A. But you want to -- should I read it? 5 Q. No. I'm just letting you know, if you 01:41:52 6 want to. It said this with all of the emails, 7 beginning with the strings. 8 A. Okay. Just give me a second. 9 Q. Just for your information, it is on 10 page 3620. 01:42:17 11 A. Okay. Just give me a second to read 12 through this. 13 MS. DUNN: Take the time you need. 14 THE DEPONENT: Okay. 15 Q. (By Mr. Verhoeven) Direct your attention 01:44:02 16 to the page bearing 3620? 17 A. Yup. 18 Q. At the bottom, there's an email from 19 Cameron Poetzsch, dated January 27th, in which 20 you are cc'd. 01:44:18 21 Do you see that? 22 A. Yes. 23 Q. And it says, "We have a tentative deal 24 with respect to Newco." 25 Do you see that? 01:44:27 Page 228</p>
<p>1 Q. Okay. And why would you want to have the 01:39:53 2 deal done as fast as possible? 3 A. Deals don't happen when you take too much 4 time. 5 Q. Why? 01:40:05 6 A. I don't know. It's just a human thing. 7 Q. What happens to break them down if they 8 take too long? 9 MS. DUNN: Form. 10 MR. CHATTERJEE: Form. 01:40:32 11 THE DEPONENT: They maybe get an offer 12 from another -- from another company that's 13 interested in them. Maybe they lose interest in 14 working with you. Maybe they think that you are 15 not interested. I mean, it could be a whole host 01:40:39 16 of reasons. 17 Q. (By Mr. Verhoeven) You can put that 18 exhibit away. 19 MR. VERHOEVEN: I would like to mark as 20 Exhibit 372 an email string bearing Control Numbers 01:41:08 21 Uber 63618 to 622. 22 (Exhibit 372 was marked for 23 identification by the court reporter and is 24 attached hereto.) 25 Q. (By Mr. Verhoeven) Again, this is a 01:41:41 Page 227</p>	<p>1 A. Oh, yeah. Yeah, I see that. 01:44:28 2 Q. And that's a reference -- Newco is a 3 reference to the Anthony Levandowski structure, 4 right? 5 MS. DUNN: Form. 01:44:38 6 THE DEPONENT: I think we just called -- 7 we just called the deal Newco. 8 Q. (By Mr. Verhoeven) Okay. So it's a 9 reference to the deal with Anthony Levandowski? 10 A. Yeah. 01:44:45 11 Q. Okay. And at the bottom, it says, [REDACTED] 12 [REDACTED] 13 [REDACTED] 14 Do you see that? 15 A. Yeah. 01:44:58 16 Q. So what -- that's referring to [REDACTED] 17 [REDACTED] 18 A. Yeah. 19 Q. [REDACTED] 20 [REDACTED] 01:45:10 21 [REDACTED] 22 A. I think it's that; plus, they need to hit 23 milestones. 24 Q. Okay. At this point, the milestones are 25 agreed, according to this document, correct? 01:45:23 Page 229</p>

1 A. That's what it appears to be. 01:45:26	1 talking to us about working with us or talking to 01:47:40
2 Q. Okay. It says, "As part of the deal,	2 us and then going back to Google and telling him --
3 Levandowski wants to report directly to you."	3 telling them everything that he learned by talking
4 Do you see that sentence?	4 to us.
5 A. Yeah. 01:45:36	5 Q. (By Mr. Verhoeven) And you didn't want 01:47:51
6 Q. It's right above the milestone sentence?	6 him to do that?
7 A. Yeah, I see it.	7 A. No.
8 Q. What is your understanding of what his	8 Q. Why not?
9 reasons were for that?	9 A. Because we try to keep our -- what we do
10 A. Everybody wants to report to me. 01:45:44	10 confidential. 01:47:58
11 Q. Just that he would have access to you; is	11 Q. Was one reason that you didn't want him
12 that your understanding?	12 to do that because you were -- you thought Google
13 A. Yeah. It's one of the hardest parts of	13 might object or take action?
14 my job, is convincing people not to work for me.	14 MS. DUNN: Form.
15 Q. Okay. If you look at the last 01:45:55	15 MR. CHATTERJEE: Form. 01:48:11
16 paragraph of this email?	16 THE DEPONENT: You know, look, if we are
17 A. Mm-hm. Yeah.	17 talking to a bunch of employees of Google about
18 Q. It says, "We should not let Salesky know	18 coming over to Uber, you don't go over to Google
19 anything further about this," and then it goes on.	19 and say, hey, I'm talking to your employees.
20 Do you see that? 01:46:09	20 Right? 01:48:25
21 A. Yeah, Salesky.	21 Q. (By Mr. Verhoeven) Fair enough.
22 Q. Who is Salesky?	22 A. It's just a normal thing.
23 A. He -- he has his own autonomy start-up at	23 Q. But the reason you don't do that is
24 this point. He used to work --	24 because they would get upset, correct?
25 Q. What's -- what's his name, first name? 01:46:22	25 MS. DUNN: Form. 01:48:33
Page 230	Page 232
1 A. I don't remember. He's always been 01:46:23	1 THE DEPONENT: Yeah. Either they get 01:48:33
2 referred to as Salesky. I've never met him in	2 upset, or they get -- they find ways to retain
3 person.	3 those people versus them moving to another company.
4 Q. Okay.	4 Q. (By Mr. Verhoeven) And at the bottom, it
5 A. But he has his own autonomy start-up. He 01:46:30	5 says, "I am quite worried about what he may say to 01:48:46
6 used to work for Google.	6 Larry."
7 Q. I see.	7 Do you see that?
8 A. Yeah. And he was talking -- there were	8 A. Yeah, I do.
9 some conversations, if I understand -- I never met	9 Q. That's a reference to Larry Page?
10 him -- but there were some conversations between 01:46:46	10 A. Likely. 01:48:55
11 him and our team around the same time.	11 Q. You can put that one away.
12 Q. And then --	12 A. Okay.
13 A. Lots of people were looking to leave	13 MR. VERHOEVEN: Let's mark as Exhibit 373
14 Google at this time. And most of their top people	14 an email dated January 26th, 2016 from
15 were leaving. 01:47:02	15 Cameron Poetzsch to Travis Kalanick. 01:49:19
16 Q. And what is your understanding of why --	16 (Exhibit 373 was marked for
17 if you have one, why Cameron is saying that Uber	17 identification by the court reporter and is
18 shouldn't let him know anything about this deal?	18 attached hereto.)
19 MS. DUNN: Form.	19 Q. (By Mr. Verhoeven) This is an email from
20 THE DEPONENT: Because Salesky was -- my 01:47:16	20 Cameron to you, dated January 28th, 2016, correct? 01:49:50
21 understanding -- again, I've never met him, but my	21 A. Looks like it, yes.
22 understanding of the meetings they had with him,	22 Q. And the subject is Newco?
23 you could never quite trust him.	23 A. Yes.
24 And so he was talking to us about working	24 Q. And it is -- it says, "Did you tell
25 with us in some way. We weren't sure if he was 01:47:35	25 Anthony that you would indemnify them if they get 01:50:03
Page 231	Page 233



<p>1 sued by G as part of or after the deal?" 01:50:07</p> <p>2 Do you see that?</p> <p>3 A. Yeah.</p> <p>4 Q. G refers to Google?</p> <p>5 A. Likely. 01:50:16</p> <p>6 Q. Do you remember this email?</p> <p>7 A. No.</p> <p>8 Q. Do you remember talking with Cameron</p> <p>9 about indemnifying Mr. Levandowski if he got sued</p> <p>10 by Google as part of the deal that you were talking 01:50:29</p> <p>11 with him about?</p> <p>12 MS. DUNN: Form.</p> <p>13 THE DEPONENT: I don't remember that, no.</p> <p>14 Q. (By Mr. Verhoeven) Did you, in fact,</p> <p>15 tell Anthony that you would indemnify his group if 01:50:40</p> <p>16 they got sued by Google as a result of the deal?</p> <p>17 A. I don't remember that specifically.</p> <p>18 Q. Do you have any reason to believe you did</p> <p>19 not?</p> <p>20 A. I just don't remember. 01:50:57</p> <p>21 Q. It says, "They are under that</p> <p>22 impression."</p> <p>23 Do you see that?</p> <p>24 A. Uh-huh.</p> <p>25 Q. That's a yes? 01:51:06</p> <p style="text-align: right;">Page 234</p>	<p>1 Do you see that? 01:53:16</p> <p>2 A. Yeah.</p> <p>3 Q. Do you remember having a meeting --</p> <p>4 A. Yeah.</p> <p>5 Q. -- with Mr. Levandowski or his people -- 01:53:19</p> <p>6 A. Yeah.</p> <p>7 Q. -- in or about March 11th --</p> <p>8 A. Yeah.</p> <p>9 Q. -- 2016?</p> <p>10 A. Yeah, yeah. This -- this is actually the 01:53:27</p> <p>11 meeting -- this is the meeting we were referring to</p> <p>12 earlier.</p> <p>13 Q. About the five discs?</p> <p>14 A. Yeah, correct. Or the discs, generally,</p> <p>15 yes. 01:53:38</p> <p>16 Q. Yeah. Okay. It says -- if you look at</p> <p>17 the little dash bullets --</p> <p>18 A. Yeah.</p> <p>19 Q. -- with the little dashes on them --</p> <p>20 A. Yeah. 01:53:46</p> <p>21 Q. -- the last dash bullet says, "Number of</p> <p>22 diligence employees for forensic diligence."</p> <p>23 A. Yeah.</p> <p>24 Q. Does that refresh your recollection about</p> <p>25 any discussions that there would be diligence 01:53:59</p> <p style="text-align: right;">Page 236</p>
<p>1 A. Yes. Sorry. Yes. 01:51:07</p> <p>2 Q. They are under that impression because</p> <p>3 they think you told him that, right? Is that how</p> <p>4 you read this?</p> <p>5 A. It looks like they are under the 01:51:18</p> <p>6 impression that they would get indemnified if they</p> <p>7 were sued by Google. It doesn't appear to be that</p> <p>8 they were under the impression that I told them.</p> <p>9 Q. Okay. And you have no recollection of</p> <p>10 any of this? 01:51:35</p> <p>11 A. I -- I don't.</p> <p>12 Q. Do you have any recollection of</p> <p>13 discussing indemnification as part of the deal?</p> <p>14 A. No.</p> <p>15 MR. VERHOEVEN: I'm going to mark as 01:51:45</p> <p>16 Exhibit 374 a meeting notice on Google Calendar</p> <p>17 bearing Control Number UB1424.</p> <p>18 (Exhibit 374 was marked for</p> <p>19 identification by the court reporter and is</p> <p>20 attached hereto.) 01:52:43</p> <p>21 Q. (By Mr. Verhoeven) You see this is a</p> <p>22 calendar note, dated March 11, 2016 to yourself?</p> <p>23 A. Yeah. Yup. I see that, yes.</p> <p>24 Q. Okay. And under "More Details," it says</p> <p>25 "Newco meeting with principals." 01:53:11</p> <p style="text-align: right;">Page 235</p>	<p>1 employees that Stroz would conduct forensic 01:54:03</p> <p>2 diligence on?</p> <p>3 A. It certainly refreshes my memory of what</p> <p>4 the topics of the meeting were sort of about.</p> <p>5 Q. What was the forensic diligence going to 01:54:17</p> <p>6 be on?</p> <p>7 A. Yeah, it was going to be on this -- you</p> <p>8 know, the -- the group of people we were doing the</p> <p>9 transaction with.</p> <p>10 Q. Did the discussion of doing a forensic 01:54:31</p> <p>11 diligence -- withdrawn.</p> <p>12 Was the discussion of doing forensic</p> <p>13 diligence the result of Mr. Levandowski's</p> <p>14 disclosure that he had discs that contained Google</p> <p>15 information? 01:54:47</p> <p>16 A. I think my understanding is, we were</p> <p>17 doing that diligence regardless of that disclosure.</p> <p>18 Q. Okay. Did someone tell you that at this</p> <p>19 meeting?</p> <p>20 A. I don't know. I don't know. 01:55:01</p> <p>21 Q. But you don't believe that, at this</p> <p>22 meeting, there was any discussion of doing forensic</p> <p>23 diligence as a result of Mr. Levandowski's</p> <p>24 disclosure that he had files containing Google</p> <p>25 information? 01:55:16</p> <p style="text-align: right;">Page 237</p>



1 A. My recollection is, his disclosure came 01:55:18 2 at the end of the meeting. 3 Q. So it was after the discussion of 4 diligence employees and forensic diligence? 5 A. That's my assumption. My -- you know, 01:55:29 6 it's been a long time since the meeting. I -- 7 that's my best guess. 8 Q. What do you remember about a discussion 9 of the number of diligence employees in forensic 10 diligence at this meeting? 01:55:42 11 A. I don't remember anything about it. 12 Q. Why is it that you remember the 13 disclosure of the files that had Google information 14 on them at this meeting, but not the discussion of 15 forensic diligence? 01:55:56 16 MR. CHATTERJEE: Form. 17 MS. DUNN: Form. 18 THE DEPONENT: Some things in a meeting 19 are more eventful and memorable than others. 20 Q. (By Mr. Verhoeven) So it was more 01:56:04 21 memorable to you that he disclosed that? 22 A. For sure. 23 Q. What was your reaction when he disclosed 24 it at this meeting? 25 MR. CHATTERJEE: Form. 01:56:14 Page 238	1 of the fact that, as part of the deal, there would 01:57:31 2 be forensic diligence on his devices? 3 MS. DUNN: Form. 4 THE DEPONENT: This was -- I remember 5 that being at the end of the meeting. So I don't 01:57:45 6 know if we talked about the number of the diligence 7 employees. I don't remember. But if we did cover 8 all of this, then it would have come after that. 9 Q. (By Mr. Verhoeven) Okay. You can put 10 that away. 01:57:59 11 MR. VERHOEVEN: Let's mark -- let's mark 12 as Exhibit 375 an email dated March 21, 2016 from 13 Cameron Poetzsch to Travis Kalanick, bearing 14 Control Numbers Uber 60643 through 644. 15 (Exhibit 375 was marked for 01:58:38 16 identification by the court reporter and is 17 attached hereto.) 18 Q. (By Mr. Verhoeven) You will see that the 19 attachment to this document has been withheld for 20 privilege. 01:59:10 21 Do you see that? 22 A. Yeah. Yeah, I see that. 23 Q. And for the record, we object to that 24 fact and intend to move to compel that. 25 The -- the attachment said -- or the 01:59:24 Page 240
1 THE DEPONENT: My reaction was that no 01:56:15 2 files -- no content from his former employer can 3 come to Uber under any conditions and that he 4 needed to talk to an attorney to figure out how to 5 properly do that. 01:56:27 6 Q. (By Mr. Verhoeven) Why -- why did he 7 tell you that he had those files at this meeting? 8 MS. DUNN: Form. 9 MR. CHATTERJEE: Form. 10 THE DEPONENT: He probably felt like we 01:56:48 11 were going to find out one way or another. 12 Q. (By Mr. Verhoeven) Do you remember what 13 he said one way or the other? 14 MR. CHATTERJEE: Form. 15 THE DEPONENT: I am sorry. I didn't 01:57:00 16 understand the question. 17 Q. (By Mr. Verhoeven) Do you remember what 18 he said one way or the other at this meeting? 19 A. I don't remember specifically what he 20 said, but I remember, generally, him making some 01:57:07 21 kind of disclosure about having some kind of either 22 backup disc or some kind of content that was from 23 his former employer. It was like backup data from 24 former employer, something like that. 25 Q. And that was after the discussion of -- 01:57:30 Page 239	1 email on the attachments line, it says, 01:59:26 2 "Project Zing, timing update." 3 Do you see that? 4 A. Yeah. 5 Q. What does Project Zing refer to? 01:59:36 6 A. No idea. 7 Q. Is that another name for the deal with 8 Mr. Levandowski? 9 A. I have no idea what it is. 10 Q. Well, this was sent to you, right? 01:59:50 11 A. Correct. 12 Q. It says in the first paragraph, "They 13 were supposed to get us their diligence materials 14 by last Sunday night, and we only got Anthony's 15 questionnaire on Friday and are still waiting on 02:00:06 16 three other employees, also still waiting on the IP 17 diligence info from them." 18 Do you see that? 19 A. I do. 20 Q. So does this refresh your recollection 02:00:18 21 that Project Zing concerned the deal with 22 Anthony Levandowski? 23 A. I mean, I assume it had something to do 24 with that. I just don't remember anything about 25 anything called Project Zing. 02:00:33 Page 241

<p>1 Q. Do you remember getting this email? 02:00:40</p> <p>2 A. No.</p> <p>3 Q. Do you remember hearing that</p> <p>4 Mr. Levandowski and his team were late on getting</p> <p>5 diligence materials to the Stroz people? 02:00:51</p> <p>6 A. Say that question again, please.</p> <p>7 Q. Do you remember hearing that</p> <p>8 Anthony Levandowski and his team were late in</p> <p>9 getting their materials to the Stroz people?</p> <p>10 MR. CHATTERJEE: Object to the form. 02:01:12</p> <p>11 MS. DUNN: Form.</p> <p>12 THE DEPONENT: I don't remember.</p> <p>13 Q. (By Mr. Verhoeven) Okay. Do you</p> <p>14 remember the part of the diligence concerning IP?</p> <p>15 A. I know that there was diligence and that 02:01:30</p> <p>16 IP diligence is a big part of any diligence that</p> <p>17 you do in a transaction.</p> <p>18 Q. It says, "Also still waiting on the IP</p> <p>19 diligence info from them."</p> <p>20 Do you see that? 02:01:44</p> <p>21 A. I do.</p> <p>22 Q. What was that referring to?</p> <p>23 A. I have no idea.</p> <p>24 MR. CHATTERJEE: Form.</p> <p>25 Q. (By Mr. Verhoeven) No idea? 02:01:50</p> <p style="text-align: right;">Page 242</p>	<p>1 A. I have no idea. 02:03:07</p> <p>2 Q. Okay. Put that one aside.</p> <p>3 MR. VERHOEVEN: Let's mark as Exhibit 376</p> <p>4 what appears to be a part of a text message bearing</p> <p>5 Control Numbers LEV2310. 02:03:39</p> <p>6 (Exhibit 376 was marked for</p> <p>7 identification by the court reporter and is</p> <p>8 attached hereto.)</p> <p>9 MR. VERHOEVEN: Before you give it to</p> <p>10 him, let me hand them out. Yeah. Hold on. 02:03:58</p> <p>11 Does anyone have any objections if I give</p> <p>12 the -- show the witness this? You can see the</p> <p>13 witnesses' names on it.</p> <p>14 MS. DUNN: I do see that. Let me check</p> <p>15 with my boss. 02:04:17</p> <p>16 MS. GOODMAN: I think the protective</p> <p>17 order allows for authors who are seeking some</p> <p>18 documents marked confidential or AEO to see them in</p> <p>19 deposition.</p> <p>20 MR. VERHOEVEN: Okay. Go ahead and give 02:04:28</p> <p>21 it to him?</p> <p>22 Q. (By Mr. Verhoeven) Is this a printout of</p> <p>23 a text message Mr. Levandowski sent to you?</p> <p>24 A. It may be, yeah. Looks like it.</p> <p>25 Q. Okay. And it says [REDACTED] 02:04:50</p> <p style="text-align: right;">Page 244</p>
<p>1 A. No idea. 02:01:51</p> <p>2 Q. Did you ask Cameron what it was referring</p> <p>3 to, based on this email?</p> <p>4 A. I don't think so.</p> <p>5 Q. It says, "A detailed status update is 02:02:06</p> <p>6 attached."</p> <p>7 Do you see that? Second-to-last?</p> <p>8 A. Yeah. Yeah.</p> <p>9 Q. Do you remember receiving status updates</p> <p>10 on diligence materials from your team? 02:02:17</p> <p>11 A. I got a couple diligence updates from my</p> <p>12 general counsel, so...</p> <p>13 Q. This looks like to me like you are</p> <p>14 getting a diligence update from Cameron. Is that</p> <p>15 what it looks like to you? 02:02:42</p> <p>16 MS. DUNN: Form.</p> <p>17 THE DEPONENT: It does, yeah.</p> <p>18 Q. (By Mr. Verhoeven) Okay.</p> <p>19 A. Let's see. Hold on -- let me -- before I</p> <p>20 -- one second. It's not clear that I'm getting a 02:02:51</p> <p>21 diligence update here, actually. It's some kind of</p> <p>22 update. It says a "detailed status update." It's</p> <p>23 not clear to me that it's a diligence update.</p> <p>24 Q. Did Project Zing refer to the diligence</p> <p>25 that was being done? 02:03:06</p> <p style="text-align: right;">Page 243</p>	<p>1 [REDACTED] 02:04:55</p> <p>2 [REDACTED]</p> <p>3 [REDACTED]</p> <p>4 [REDACTED]"</p> <p>5 Do you see that? 02:05:07</p> <p>6 A. I do.</p> <p>7 Q. Do you have any recollection of having</p> <p>8 discussions with Mr. Levandowski about these</p> <p>9 diligence questionnaires?</p> <p>10 A. No. 02:05:17</p> <p>11 Q. This indicates that you had texts with</p> <p>12 him about the diligence questionnaires, right?</p> <p>13 A. Yeah, it appears to be that, yes.</p> <p>14 Q. But you don't remember any of these?</p> <p>15 A. No, no. 02:05:28</p> <p>16 Q. What about the design questionnaires for</p> <p>17 the IP check?</p> <p>18 A. Yeah, no.</p> <p>19 Q. You have no recollection of that?</p> <p>20 A. I do not. 02:05:38</p> <p>21 Q. But you -- but it looks like you had</p> <p>22 texts with Mr. Levandowski concerning that, right?</p> <p>23 MS. DUNN: Form.</p> <p>24 THE DEPONENT: It appears to be so.</p> <p>25 MR. VERHOEVEN: Okay. Let's mark as 02:05:49</p> <p style="text-align: right;">Page 245</p>

<p>1 Exhibit 377 another text message from 02:06:15</p> <p>2 Anthony Levandowski, bearing Control Number Uber</p> <p>3 73891.</p> <p>4 (Exhibit 377 was marked for</p> <p>5 identification by the court reporter and is 02:06:27</p> <p>6 attached hereto.)</p> <p>7 MR. VERHOEVEN: Counsel I assume there's</p> <p>8 no problems with giving -- showing this to --</p> <p>9 MS. DUNN: Yeah, no problem.</p> <p>10 MR. VERHOEVEN: Okay. Go ahead and give 02:06:49</p> <p>11 it to him. Sorry.</p> <p>12 Q. (By Mr. Verhoeven) And do you see under</p> <p>13 "participants," colon?</p> <p>14 A. Yeah.</p> <p>15 Q. And there's a phone number? 02:07:14</p> <p>16 A. Yeah.</p> <p>17 Q. Is that your phone number?</p> <p>18 I promise we will keep it confidential.</p> <p>19 A. Yes, it is my phone number.</p> <p>20 Q. Okay. So this is a text, in part, to 02:07:23</p> <p>21 you, correct --</p> <p>22 A. Yeah.</p> <p>23 Q. -- from Mr. Levandowski?</p> <p>24 A. Yes.</p> <p>25 Q. And he's -- this is time-stamped 02:07:34</p> <p>Page 246</p>	<p>1 like, in a normal course of business. It's not. 02:08:26</p> <p>2 So...</p> <p>3 Q. That's fine. You can put that away.</p> <p>4 MR. VERHOEVEN: Let's mark as Exhibit 378</p> <p>5 a document bearing Control Numbers Uber 75047 02:08:49</p> <p>6 through 48.</p> <p>7 (Exhibit 378 was marked for</p> <p>8 identification by the court reporter and is</p> <p>9 attached hereto.)</p> <p>10 Q. (By Mr. Verhoeven) First email is from 02:09:27</p> <p>11 Mr. Levandowski to JH.</p> <p>12 Do you see that?</p> <p>13 A. Yeah.</p> <p>14 Q. Who is JH?</p> <p>15 A. That's Jeff Holden. 02:09:37</p> <p>16 Q. Oh. So this is an email from</p> <p>17 Mr. Levandowski to Mr. Holden, dated March 31st,</p> <p>18 2016; is that right?</p> <p>19 A. Appears to be so.</p> <p>20 Q. And the subject line says, "Whiteboard 02:09:47</p> <p>21 translation TK points."</p> <p>22 Do you see that?</p> <p>23 A. Yeah.</p> <p>24 Q. TK refers to you, right?</p> <p>25 A. Usually does. 02:09:58</p> <p>Page 248</p>
<p>1 March 26th, 2016? 02:07:36</p> <p>2 A. Yes.</p> <p>3 Q. And he says [REDACTED]</p> <p>4 [REDACTED]</p> <p>5 Do you see that? 02:07:45</p> <p>6 A. Yeah.</p> <p>7 Q. What is the [REDACTED]</p> <p>8 A. I don't know. I don't know what that is</p> <p>9 referring to.</p> <p>10 Q. You have no recollection of any 02:07:53</p> <p>11 discussions about a [REDACTED]</p> <p>12 A. No.</p> <p>13 Q. Do you have any -- if you are reading</p> <p>14 this, what -- how would you interpret the reference</p> <p>15 to [REDACTED] 02:08:03</p> <p>16 MR. CHATTERJEE: Form.</p> <p>17 MS. DUNN: Form.</p> <p>18 THE DEPONENT: I just don't know what it</p> <p>19 is referring to. I don't know what [REDACTED] we are</p> <p>20 talking about here. I just don't know. 02:08:13</p> <p>21 Q. (By Mr. Verhoeven) Have you ever used</p> <p>22 that -- that term, referring to the [REDACTED]</p> <p>23 in talking about a deal?</p> <p>24 A. No. I mean, it's not something I would</p> <p>25 normally do, or not something that I have done, 02:08:23</p> <p>Page 247</p>	<p>1 Q. Okay. If you look at the attachment, 02:09:59</p> <p>2 there's a whiteboard with red writing on it.</p> <p>3 Do you see that?</p> <p>4 A. Yeah.</p> <p>5 Q. Did you have a meeting with 02:10:13</p> <p>6 Mr. Levandowski -- or withdrawn.</p> <p>7 Did you have a meeting around this date</p> <p>8 where you wrote all this on the whiteboard?</p> <p>9 A. It's possible.</p> <p>10 Q. Is this your handwriting? 02:10:31</p> <p>11 A. Yes, it is.</p> <p>12 Q. Okay. Do you remember having a</p> <p>13 meeting -- do you remember the meeting associated</p> <p>14 with this picture?</p> <p>15 A. No. 02:10:42</p> <p>16 Q. Under No. 1 in the picture, it says,</p> <p>17 "Pittsburgh +- I know some," S word?</p> <p>18 A. Yes.</p> <p>19 Q. Do you see that?</p> <p>20 A. I do. 02:11:01</p> <p>21 Q. Okay. What does that mean?</p> <p>22 MR. CHATTERJEE: Form.</p> <p>23 THE DEPONENT: I can't -- I mean, I don't</p> <p>24 know. But if he's consulting for us helping to</p> <p>25 bring some advice and sort of consultative approach 02:11:17</p> <p>Page 249</p>

1 to what's going in, Pittsburgh would be helpful. 02:11:21	1 thing to work on, [REDACTED] 02:13:51
2 Q. (By Mr. Verhoeven) So the "I" in that	2 [REDACTED]
3 reference is Mr. Levandowski?	3 And I remember, you know, at some point
4 A. I don't know. I don't know for sure.	4 while he was helping that team get up to speed, we
5 But it could be. I just don't know. 02:11:30	5 were just like, [REDACTED] 02:14:03
6 Q. Does it look like it is?	6 [REDACTED]
7 A. Well, I read this here.	7 [REDACTED]
8 Q. You are referring to the email?	8 [REDACTED]
9 A. Yeah.	9 [REDACTED]
10 Q. What did you read? 02:11:39	10 [REDACTED] 02:14:12
11 A. It says, "Pittsburgh ++."	11 [REDACTED]
12 Q. S word?	12 [REDACTED]
13 A. "Help ATC with calls by using our team's	13 [REDACTED]
14 experience and knowledge."	14 [REDACTED]
15 So I would -- I don't remember writing 02:11:51	15 [REDACTED] 02:14:27
16 this, but that's one interpretation of it.	16 [REDACTED]
17 Q. You were at a meeting where	17 [REDACTED]
18 Mr. Levandowski said this, right?	18 [REDACTED]
19 MS. DUNN: Form.	19 [REDACTED]
20 THE WITNESS: I was at a meeting, and 02:12:08	20 [REDACTED] 02:14:42
21 then it looks like Levandowski sent this to Holden,	21 [REDACTED]
22 sort of interpreting what I was trying to say.	22 [REDACTED]
23 Q. (By Mr. Verhoeven) And he interpreted,	23 [REDACTED]
24 "I know some," S word, "to mean that he would help	24 [REDACTED]
25 ATC avoid pitfalls by using Mr. Levandowski's 02:12:22	25 [REDACTED] 02:14:51
Page 250	Page 252
1 teams' experience and knowledge," correct? 02:12:27	1 [REDACTED] 02:14:54
2 MS. DUNN: Form.	2 [REDACTED]
3 THE DEPONENT: Correct.	3 [REDACTED]
4 Q. (By Mr. Verhoeven) Do you have any	4 [REDACTED]
5 recollection of a discussion about Mr. Levandowski 02:12:38	5 [REDACTED] 02:15:01
6 helping Pittsburgh avoid pitfalls?	6 [REDACTED]
7 A. We certainly have always believed in	7 [REDACTED]
8 people who have great expertise, experience,	8 [REDACTED]
9 knowledge working for our team and helping us	9 [REDACTED]
10 innovate and invent the future. 02:13:00	10 Q. (By Mr. Verhoeven) So your ATC group, 02:15:13
11 Q. Did Mr. Levandowski, indeed, help the	11 what is it called now?
12 Pittsburgh team avoid some pitfalls?	12 A. ATG.
13 MR. CHATTERJEE: Form.	13 Q. ATG?
14 MS. DUNN: Form.	14 A. Yeah.
15 THE DEPONENT: I'm sure -- I'm sure he 02:13:13	15 Q. And that's just a new name for the same 02:15:19
16 did.	16 group?
17 Q. (By Mr. Verhoeven) Does any of them come	17 A. Well, when it was ATC, it was just
18 to mind?	18 Pittsburgh. And ATG was about when we had more
19 A. Well, like one of the things that the	19 than one site.
20 Pittsburgh team was working on was like a -- was 02:13:22	20 Q. Okay. 02:15:27
21 a -- what was it? I am trying to remember. [REDACTED]	21 A. So it was a group. So instead of a
22 [REDACTED]	22 center, it's --
23 [REDACTED]	23 Q. Bigger -- bigger group, bigger AV group,
24 [REDACTED]	24 still the AV --
25 And that's, like, a cool, "sciencey" 02:13:45	25 A. Because it's over multiple sites instead 02:15:37
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<p>1 of a center, it was a group. 02:15:40</p> <p>2 Q. Oh, I see. Got it?</p> <p>3 A. Yeah.</p> <p>4 Q. [REDACTED]</p> <p>5 [REDACTED] 02:15:51</p> <p>6 [REDACTED]</p> <p>7 A. [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 [REDACTED]</p> <p>10 [REDACTED] 02:16:07</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 [REDACTED]</p> <p>14 [REDACTED]</p> <p>15 [REDACTED] 02:16:17</p> <p>16 [REDACTED]</p> <p>17 [REDACTED]</p> <p>18 [REDACTED]</p> <p>19 [REDACTED]</p> <p>20 [REDACTED] 02:16:29</p> <p>21 [REDACTED]</p> <p>22 [REDACTED]</p> <p>23 [REDACTED]</p> <p>24 [REDACTED]</p> <p>25 [REDACTED] 02:16:39</p> <p>Page 254</p>	<p>1 [REDACTED] 02:17:41</p> <p>2 A. Yeah.</p> <p>3 Q. Is there any particular software in your</p> <p>4 company for this or --</p> <p>5 A. My guess is, it's all Google Docs. 02:17:45</p> <p>6 Q. Okay. Let's move on. You can put that</p> <p>7 away.</p> <p>8 MR. VERHOEVEN: Let's mark as Exhibit 379</p> <p>9 a Google document bearing Control Numbers</p> <p>10 Uber 344 -- 100344 through 352. 02:18:13</p> <p>11 (Exhibit 379 was marked for</p> <p>12 identification by the court reporter and is</p> <p>13 attached hereto.)</p> <p>14 Q. (By Mr. Verhoeven) Have you seen</p> <p>15 Exhibit 379 before? 02:19:00</p> <p>16 A. I don't know. I don't remember it.</p> <p>17 Q. You see the cover, the first page of --</p> <p>18 A. Yeah.</p> <p>19 Q. -- 379?</p> <p>20 A. Yeah. 02:19:09</p> <p>21 Q. It's an email from Cameron Poetzsch to</p> <p>22 you --</p> <p>23 A. Yeah.</p> <p>24 Q. -- dated April 11th, 2016?</p> <p>25 A. Yeah. Yeah. 02:19:18</p> <p>Page 256</p>
<p>1 [REDACTED] 02:16:44</p> <p>2 [REDACTED]</p> <p>3 [REDACTED]</p> <p>4 [REDACTED]</p> <p>5 [REDACTED] 02:16:52</p> <p>6 [REDACTED]</p> <p>7 [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 [REDACTED]</p> <p>10 [REDACTED] 02:17:05</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 [REDACTED]</p> <p>14 [REDACTED]</p> <p>15 [REDACTED] 02:17:19</p> <p>16 [REDACTED]</p> <p>17 [REDACTED]</p> <p>18 [REDACTED]</p> <p>19 [REDACTED]</p> <p>20 [REDACTED] 02:17:25</p> <p>21 [REDACTED]</p> <p>22 [REDACTED]</p> <p>23 [REDACTED]</p> <p>24 [REDACTED]</p> <p>25 [REDACTED] 02:17:37</p> <p>Page 255</p>	<p>1 Q. Does that date have any significance to 02:19:18</p> <p>2 you?</p> <p>3 A. 4/11/2016?</p> <p>4 Q. Correct.</p> <p>5 A. Not particularly. 02:19:28</p> <p>6 Q. Do you remember that was the date on</p> <p>7 which the contract we looked at earlier, the merger</p> <p>8 contract, was signed?</p> <p>9 A. I -- I didn't know that, but I'll take</p> <p>10 your word for it. This is deal overview. 02:19:45</p> <p>11 (Discussion off the stenographic record.)</p> <p>12 Q. (By Mr. Verhoeven) I'm going to place</p> <p>13 before you an exhibit you've previously seen,</p> <p>14 Exhibit 365, agreement and planned merger.</p> <p>15 A. Yeah. 02:20:19</p> <p>16 Q. Do you see it's dated as of April 11th?</p> <p>17 A. Okay.</p> <p>18 Q. Do you see that?</p> <p>19 A. I do.</p> <p>20 Q. And that's the same date as this email, 02:20:26</p> <p>21 right?</p> <p>22 A. It sure is. Yeah.</p> <p>23 Q. Okay. And this says in the subject line</p> <p>24 of this email, "Here's the revised deck with</p> <p>25 milestones." And then below that, it says, "Zing 02:20:37</p> <p>Page 257</p>

1 board slides," and that's the attachment, right? 02:20:42	1 A. Yeah. 02:22:39
2 A. Yeah. I see that, yeah.	2 Q. -- merger agreement?
3 Q. If you turn to the attach- -- you see the	3 A. Yeah, yeah.
4 attachment follows?	4 Q. It says, "Mr. Kalanick and Mr. Poetzscher
5 A. What do you mean? I am sorry. 02:20:51	5 led" -- 02:22:44
6 Q. The next page --	6 A. So just real quick, just so it will make
7 A. Yeah, yeah, yeah.	7 it easier, just say, Poetzscher.
8 Q. -- is the attachment?	8 Q. Poetzscher? Okay.
9 A. Yeah.	9 A. Yeah.
10 Q. And it's titled "Project Zing Review"? 02:20:55	10 Q. Poetzscher? I knew I've been messing up 02:22:54
11 A. Yeah.	11 that name the whole time.
12 Q. And if you look through this --	12 A. We could just say "Cam," too. If you
13 A. Yeah.	13 want to just go there, I'm very okay with that.
14 Q. I don't want you to read every word.	14 Q. Poetzscher. I can remember Poetzscher.
15 A. You do? 02:21:04	15 Okay. Let's go back to the record. 02:23:04
16 Q. I don't.	16 It says there, "Mr. Kalanick and
17 A. Oh, you don't. Okay.	17 Mr. Poetzscher led a discussion regarding a
18 Q. Is this a slide deck that was presented	18 potential acquisition and described key aspects of
19 to the board of directors on April 11th?	19 the proposed transaction."
20 A. It appears to be so. 02:21:13	20 A. Yeah. 02:23:18
21 Q. And would you have been the person	21 Q. Does this refresh your recollection as to
22 presenting this?	22 your involvement in making this presentation?
23 A. No.	23 A. You know, look, my guess is, before --
24 Q. Is this -- does this reflect -- who led	24 I'm guessing here -- you know, it could be that
25 the discussion regarding this potential 02:21:26	25 before Cam got started, I was, like, all right, we 02:23:32
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1 acquisition? 02:21:30	1 are, you know, maybe a high-level overview. But I 02:23:36
2 A. I am going to assume it's Cameron.	2 can -- I know I didn't talk to the details that are
3 Q. Okay.	3 in these slides here.
4 A. It may have been that Emil spoke, too;	4 I may have just been sort of the vision
5 but I would assume that it's Cameron. 02:21:39	5 guy, and maybe that's my part of leading this 02:23:48
6 Q. Were you involved?	6 discussion. But in terms of really leading this
7 A. I was maybe going to chime in if I saw	7 discussion and going through these slides, I -- I'm
8 something, but this is not a discussion I led.	8 very certain that I was not doing that.
9 Q. Okay. I am not trying to play any tricks	9 Q. Okay. By "these slides," you mean the
10 on you, but I'm going to give you a document. 02:21:54	10 slides attached to Exhibit 379? 02:24:04
11 MR. VERHOEVEN: Let's mark it as 380.	11 A. Yes.
12 (Exhibit 380 was marked for	12 Q. 379?
13 identification by the court reporter and is	13 A. Yeah.
14 attached hereto.)	14 Q. Let's go back to 379.
15 THE DEPONENT: You want me to put this 02:22:02	15 A. What is 379? 02:24:31
16 away or hold it?	16 Q. That's the slides.
17 Q. (By Mr. Verhoeven) Just keep it. Go	17 A. Okay. Got it. Yes.
18 ahead.	18 Q. So it looks like Project Zing is the deal
19 It is entitled "Minutes of Special	19 being -- the deal is being referred to as
20 board -- special meeting of boards of directors"? 02:22:08	20 Project Zing now? 02:24:47
21 A. Yeah.	21 A. Yeah. And I just -- you know, I got used
22 Q. "Uber Technologies, Inc., April 11th,	22 to the Newco thing. But it looks like they changed
23 2016." It bears Control Numbers Uber 101482	23 the same at some point.
24 through 498. And if you look at item 1 on the	24 Q. Okay. Do you see on page 346 it says
25 first page -- 02:22:39	25 "deal overview"? 02:24:59
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1 A. Yes, I do. 02:25:01	1 Q. No, as of this point in time, though. 02:27:16
2 Q. And what is this?	2 A. There was some --
3 A. It looks like a breakdown of sort of the	3 Q. There was --
4 structure of the deal and compensation for it.	4 A. There were --
5 Q. You see on the left side, there's these 02:25:22	5 Q. You were trying to develop -- I am sorry? 02:27:20
6 boxes, these colored boxes -- I know this is black	6 A. Apologize.
7 and white.	7 Q. At this point in time, April 11th --
8 A. That's okay. I see it.	8 A. Yeah.
9 Q. And the first box at the top says	9 Q. -- you were trying to develop your own
10 "Rationale"? 02:25:30	10 custom LiDAR in -- as part of the work going in 02:27:27
11 A. Yeah.	11 Pittsburgh, correct?
12 Q. And the first item listed under Rationale	12 A. They had some laser work going on, but it
13 says, [REDACTED]	13 was pretty early at the time, is my understanding.
14 [REDACTED]	14 Q. But one of their projects was to develop
15 [REDACTED] 02:25:44	15 an in-house LiDAR system, right? 02:27:41
16 [REDACTED]	16 A. It was one of the areas they were
17 A. [REDACTED]	17 exploring. [REDACTED]
18 Q. And that's referring to LiDAR lasers,	18 [REDACTED]
19 right?	19 [REDACTED]
20 A. Correct. 02:25:53	20 Q. Right. 02:27:52
21 Q. And did you explain to the board how	21 A. Yeah.
22 [REDACTED]	22 Q. [REDACTED]
23 [REDACTED]	23 [REDACTED]
24 A. [REDACTED]	24 A. [REDACTED]
25 [REDACTED] 02:26:05	25 Q. Right. 02:27:59
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1 [REDACTED] 02:26:08	1 A. Yeah. 02:27:59
2 [REDACTED]	2 Q. And before this -- before -- as of
3 [REDACTED]	3 April 11th, the way you were pursuing that was
4 [REDACTED]	4 through the Pittsburgh folks, right?
5 Q. [REDACTED] 02:26:26	5 A. There was something going on there. I 02:28:10
6 [REDACTED]	6 don't know if it was -- like, I don't know how
7 A. Yeah.	7 substantive that work was. We felt that the
8 Q. So does that mean something other than it	8 Ottomotto deal, this deal, generally, would really
9 just makes it happen faster?	9 help us get going on an internal laser program.
10 MS. DUNN: Form. 02:26:37	10 Q. What was said at the board meeting on 02:28:30
11 THE DEPONENT: [REDACTED]	11 this subject?
12 [REDACTED]	12 MS. DUNN: Objection to form.
13 [REDACTED]	13 THE DEPONENT: I don't remember
14 Q. (By Mr. Verhoeven) Right.	14 specifically what was said on this subject at the
15 A. [REDACTED] 02:26:47	15 board meeting. 02:28:41
16 [REDACTED]	16 Q. (By Mr. Verhoeven) Generally?
17 [REDACTED]	17 A. It's generally what I'm telling you right
18 [REDACTED]	18 now. You know, just --
19 [REDACTED]	19 Q. Okay.
20 [REDACTED] 02:26:59	20 A. -- as we go through the slide. 02:28:48
21 Q. [REDACTED]	21 Q. So nothing more generally than what you
22 [REDACTED]	22 told me?
23 [REDACTED]	23 A. Yeah. And probably a lot less, is my
24 A. [REDACTED]	24 guess.
25 [REDACTED] 02:27:13	25 Q. Under terms, down one box -- 02:28:56
Page 263	Page 265



<p>1 A. Yeah. 02:29:00</p> <p>2 Q. -- last bullet says, "Uber will indemnify</p> <p>3 a minimum of five key employees in Ottomotto for</p> <p>4 specific claims from former employers EGIP,</p> <p>5 non-solicit subject to certain restrictions and 02:29:16</p> <p>6 limitations."</p> <p>7 Do you see that?</p> <p>8 A. Yeah, I sure do.</p> <p>9 Q. What specific claims is that referring</p> <p>10 to? 02:29:27</p> <p>11 A. I don't know. I am not sure.</p> <p>12 Q. Well, do you recall any discussion of</p> <p>13 specific claims from former employers that --</p> <p>14 during the board meeting?</p> <p>15 A. No, I don't. I don't recollect anything 02:29:39</p> <p>16 specific.</p> <p>17 Q. You would agree that that is referring to</p> <p>18 Google, right?</p> <p>19 A. It -- it most likely is, yeah. But, I</p> <p>20 mean, there were some folks that came from other 02:29:53</p> <p>21 places, but it was -- it said "employers," so</p> <p>22 there's more than one former employer. But -- but,</p> <p>23 yes, Google is definitely one of them.</p> <p>24 Q. And as part of talking about this deal</p> <p>25 with the board, one of things you talked about was 02:30:06</p> <p style="text-align: right;">Page 266</p>	<p>1 A. Not really. 02:31:09</p> <p>2 Q. What about just Google's reaction, was</p> <p>3 that discussed among the board?</p> <p>4 A. I don't think so.</p> <p>5 Q. Wouldn't that be a concern that your -- 02:31:16</p> <p>6 your proposed deal would be hiring away, you know,</p> <p>7 at least 30 of their folks from their AV group?</p> <p>8 Wouldn't that be a concern to the board that Google</p> <p>9 might be upset about that?</p> <p>10 MR. CHATTERJEE: Form. 02:31:34</p> <p>11 MS. DUNN: Objection to form.</p> <p>12 THE DEPONENT: I can't say for sure, but</p> <p>13 I understand the notion. We were -- you know, we</p> <p>14 were excited to hire. We were incredibly excited</p> <p>15 to hire employees, like really talented -- really 02:31:48</p> <p>16 talented individuals in this space that may -- you</p> <p>17 know, many of whom previously worked at Google. We</p> <p>18 were excited about that.</p> <p>19 Q. (By Mr. Verhoeven) Right. But my</p> <p>20 question is: During this -- this was a meeting in 02:32:03</p> <p>21 which the board was going to approve or disapprove</p> <p>22 of the deal, right?</p> <p>23 A. Correct.</p> <p>24 Q. And so my question is: Wouldn't you</p> <p>25 expect that one of the subjects discussed at that 02:32:16</p> <p style="text-align: right;">Page 268</p>
<p>1 whether or not Google would bring an action based 02:30:11</p> <p>2 on IP theft or solicitation of employees?</p> <p>3 MS. DUNN: Objection to form.</p> <p>4 Q. (By Mr. Verhoeven) Isn't that a fair --</p> <p>5 fair statement? 02:30:21</p> <p>6 A. Anytime you do a transaction that</p> <p>7 includes really smart, really talented people</p> <p>8 that -- that used to work at a competitor, this is</p> <p>9 just one of the considerations you have to take</p> <p>10 into account. 02:30:37</p> <p>11 Q. So the -- is the answer "yes" then?</p> <p>12 A. The answer is, yes.</p> <p>13 Q. Yes. Okay.</p> <p>14 Do you remember anything any of the other</p> <p>15 board members besides yourself said on this 02:30:49</p> <p>16 subject?</p> <p>17 A. Not really, no.</p> <p>18 Q. Was there any concern expressed about a</p> <p>19 Google suit?</p> <p>20 MS. DUNN: Objection to form. 02:31:00</p> <p>21 THE DEPONENT: I don't remember</p> <p>22 specifically.</p> <p>23 Q. (By Mr. Verhoeven) Do you have any</p> <p>24 general rec- -- recollection of that being</p> <p>25 discussed? 02:31:07</p> <p style="text-align: right;">Page 267</p>	<p>1 board meeting in connection with whether to do this 02:32:19</p> <p>2 deal is the potential blowback from Google?</p> <p>3 MS. DUNN: Objection to form.</p> <p>4 THE DEPONENT: It was certainly a</p> <p>5 consideration. I don't know if it was at this 02:32:31</p> <p>6 board meeting, but it was generally a</p> <p>7 consideration.</p> <p>8 Q. (By Mr. Verhoeven) And the board? Was</p> <p>9 it a consideration of the board?</p> <p>10 A. I can't remember. 02:32:40</p> <p>11 MS. DUNN: Objection to form.</p> <p>12 Q. (By Mr. Verhoeven) Would you expect that</p> <p>13 that would have been a consideration the board took</p> <p>14 into account?</p> <p>15 MR. CHATTERJEE: Form. 02:32:45</p> <p>16 MS. DUNN: Form.</p> <p>17 THE DEPONENT: I cannot remember if the</p> <p>18 board discussed that or not. I just can't.</p> <p>19 I can tell you that it was generally a</p> <p>20 consideration that I had going into this deal. 02:32:53</p> <p>21 Q. (By Mr. Verhoeven) Okay. So one of the</p> <p>22 considerations you had going into the deal with</p> <p>23 Mr. Levandowski was potential blowback from Google;</p> <p>24 fair?</p> <p>25 MS. DUNN: Objection to form. 02:33:14</p> <p style="text-align: right;">Page 269</p>

<p>1 THE DEPONENT: When you have a small 02:33:15</p> <p>2 group -- or I shouldn't say small, but when you</p> <p>3 have a group of, let's say, 250 people working on</p> <p>4 this kind of project -- and I'm referring to, let's</p> <p>5 say, Google or Waymo, in specific; but, generally, 02:33:27</p> <p>6 if that's a situation going on.</p> <p>7 And dozens, if not close to 100 of your</p> <p>8 people, leave to go elsewhere. That's not --</p> <p>9 it's -- it's -- that's not a fun -- that's not fun</p> <p>10 if you are losing your best people. 02:33:47</p> <p>11 And sometimes people react emotionally to</p> <p>12 that kind of thing, and I think that's exactly what</p> <p>13 we saw from Google.</p> <p>14 Q. (By Mr. Verhoeven) And that's what --</p> <p>15 that's what you were -- you had that as a concern 02:34:01</p> <p>16 personally when you were evaluating this deal,</p> <p>17 right?</p> <p>18 A. When you do a transaction where lots of</p> <p>19 people are coming from a particular competitor or</p> <p>20 were recently at a particular competitor, that is a 02:34:20</p> <p>21 very natural concern.</p> <p>22 Q. Okay. I understand that.</p> <p>23 A. Yeah.</p> <p>24 Q. But I'm trying to establish whether or</p> <p>25 not that was a concern for you -- 02:34:32</p> <p style="text-align: right;">Page 270</p>	<p>1 make sure that no IP got to Uber, right? 02:35:53</p> <p>2 A. Correct, yeah.</p> <p>3 Q. And those efforts were the commissioning</p> <p>4 of Stroz to do the diligence?</p> <p>5 A. I think -- 02:36:02</p> <p>6 MR. CHATTERJEE: Form.</p> <p>7 THE DEPONENT: -- it's just all of the</p> <p>8 efforts we took. I think the diligence process was</p> <p>9 one of those things.</p> <p>10 Q. (By Mr. Verhoeven) Direct your attention 02:36:34</p> <p>11 to the page bearing Control Number 348. This is</p> <p>12 Exhibit 379. And this is a slide entitled</p> <p>13 "Walkaway rights and indemnity obligations."</p> <p>14 Do you see that?</p> <p>15 A. Yeah. 02:36:57</p> <p>16 Q. And it says, "Do we still indemnify," up</p> <p>17 at the top right-hand side?</p> <p>18 A. Yup.</p> <p>19 Q. And then the first bullet says, "Yes (for</p> <p>20 diligenced employees in Ottomotto relating to 02:37:12</p> <p>21 actions of diligenced employees) for the following</p> <p>22 claims," colon, and the first bullet is "IP/trade</p> <p>23 secret misappropriation or infringement."</p> <p>24 Do you see that?</p> <p>25 A. Yes, I do. 02:37:34</p> <p style="text-align: right;">Page 272</p>
<p>1 A. Yeah. 02:34:33</p> <p>2 Q. -- personally as part of this deal that</p> <p>3 there would be blowback from Google.</p> <p>4 A. We weren't sure whether there would be</p> <p>5 blowback from Google, but we understood it to be a 02:34:43</p> <p>6 possibility.</p> <p>7 Q. And that was a concern?</p> <p>8 A. It was a consideration.</p> <p>9 Q. It wasn't a concern to you?</p> <p>10 A. It was -- 02:34:54</p> <p>11 MS. DUNN: Form.</p> <p>12 THE DEPONENT: It was -- it was a</p> <p>13 consideration that we had when doing this deal and</p> <p>14 thinking about it, and also led to our efforts to</p> <p>15 make sure no -- no Google content or IP got to 02:35:07</p> <p>16 Uber.</p> <p>17 Because we understood that so many people</p> <p>18 were leaving Google generally, not just to go to</p> <p>19 Uber, but to go to -- elsewhere. People just</p> <p>20 didn't want to be there anymore. 02:35:21</p> <p>21 But with so many coming to us, we had a</p> <p>22 feeling that there would be an emotional response</p> <p>23 to that, and I think that's what we saw.</p> <p>24 Q. (By Mr. Verhoeven) So that</p> <p>25 consideration, you said, led to your efforts to 02:35:51</p> <p style="text-align: right;">Page 271</p>	<p>1 Q. So does this reflect your recollect- -- 02:37:35</p> <p>2 withdrawn.</p> <p>3 Does this refresh your recollection that,</p> <p>4 at this board meeting, there was a discussion of</p> <p>5 indemnifying certain diligenced employees for 02:37:50</p> <p>6 possible Google lawsuit based on IP or trade secret</p> <p>7 misappropriation?</p> <p>8 MR. CHATTERJEE: Form.</p> <p>9 MS. DUNN: Form.</p> <p>10 THE DEPONENT: Yeah, I think this is for 02:38:04</p> <p>11 claims of that, yes. That's what it appears to be.</p> <p>12 Q. (By Mr. Verhoeven) But you don't</p> <p>13 remember the substance of that?</p> <p>14 A. Not really.</p> <p>15 Q. Well -- 02:38:16</p> <p>16 A. Sorry. No, no. But, again, I am just</p> <p>17 reading -- I am reading the slide here. And, you</p> <p>18 know, and there's -- these are claims. I am not</p> <p>19 sure what they mean by identifying claims versus</p> <p>20 actual infringement. 02:38:31</p> <p>21 And there may be a difference there. I</p> <p>22 don't know. I haven't -- I haven't read the</p> <p>23 indemnity agreement.</p> <p>24 Q. Okay. You were aware that there was an</p> <p>25 indemnity agreement, right? You may not remember 02:38:43</p> <p style="text-align: right;">Page 273</p>

<p>1 it now, but you were aware at the time, right? 02:38:47</p> <p>2 A. I mean, I would be incredibly surprised</p> <p>3 if an M &amp; A transaction didn't have an indemnity</p> <p>4 agreement; and, specifically, to this, I assumed it</p> <p>5 did, yes. 02:38:56</p> <p>6 Q. Okay. Well, it was discussed at the</p> <p>7 board meeting, right?</p> <p>8 A. Fair enough.</p> <p>9 Q. As part of the approval of the whole</p> <p>10 deal, right? 02:39:04</p> <p>11 A. Fair enough.</p> <p>12 Q. Yes?</p> <p>13 A. Yes.</p> <p>14 MR. VERHOEVEN: Counsel, I'm going to</p> <p>15 note for the record that a slide in this board 02:39:19</p> <p>16 presentation on page No. 350, it says, "Detailed</p> <p>17 indemnity summary" has been entirely redacted, and</p> <p>18 we object to that and tend to move to compel.</p> <p>19 MS. DUNN: Can we check the time on the</p> <p>20 record so far. 02:39:48</p> <p>21 THE VIDEOGRAPHER: Yes. We are at five</p> <p>22 hours and five minutes.</p> <p>23 MR. VERHOEVEN: You want to take a break?</p> <p>24 THE DEPONENT: Let's take a little break.</p> <p>25 How about 10 minutes. 02:40:01</p> <p style="text-align: right;">Page 274</p>	<p>1 A. Yeah, hold on. 02:55:36</p> <p>2 Yes, I see it, yes.</p> <p>3 Q. What page is it on?</p> <p>4 A. I don't -- 899, or the last three digits.</p> <p>5 Q. Of the control number, right? 02:55:49</p> <p>6 A. Yeah.</p> <p>7 Q. Okay. Does that refresh your</p> <p>8 recollection with respect to this agreement?</p> <p>9 A. No, it does not.</p> <p>10 Q. Did you read this agreement before you 02:56:00</p> <p>11 signed it?</p> <p>12 A. Likely, no, I don't think so. Actually,</p> <p>13 I would just say, no.</p> <p>14 Q. Okay. Did you know what you were</p> <p>15 signing? 02:56:08</p> <p>16 A. I knew that I was signing, like, probably</p> <p>17 a large set of documents relating to the</p> <p>18 transaction.</p> <p>19 Q. Okay. Yeah. So this is one of the large</p> <p>20 set of documents that you signed on April 11th? 02:56:19</p> <p>21 A. That's my assumption, yes.</p> <p>22 (Exhibit 382 was marked for</p> <p>23 identification by the court reporter and is</p> <p>24 attached hereto.)</p> <p>25 Q. (By Mr. Verhoeven) All right. Let's 02:56:23</p> <p style="text-align: right;">Page 276</p>
<p>1 THE VIDEOGRAPHER: Going off the record. 02:40:02</p> <p>2 The time is 2:39.</p> <p>3 (Recess taken.)</p> <p>4 THE VIDEOGRAPHER: We are back on the</p> <p>5 record. The time is 2:54. 02:54:18</p> <p>6 MS. DUNN: Since we are back on the</p> <p>7 record, we would like to designate this transcript</p> <p>8 AEO.</p> <p>9 (Exhibit 381 was marked for</p> <p>10 identification by the court reporter and is 02:54:25</p> <p>11 attached hereto.)</p> <p>12 Q. (By Mr. Verhoeven) Okay. Let's mark as</p> <p>13 Exhibit 381 the Joint Defense and Common Interest</p> <p>14 and Confidentiality Agreement, dated -- well, I</p> <p>15 don't know what the date is, but it bears Control 02:54:44</p> <p>16 Number 74893. I believe it's dated April 11th,</p> <p>17 2016.</p> <p>18 So it's -- it bears Control Numbers Uber</p> <p>19 74893 through 903.</p> <p>20 Do you recognize this agreement? 02:55:17</p> <p>21 A. I do not.</p> <p>22 Q. Turn to the last page.</p> <p>23 A. Okay.</p> <p>24 Q. I believe your signature is on there.</p> <p>25 Can you locate it? 02:55:34</p> <p style="text-align: right;">Page 275</p>	<p>1 mark as Exhibit 382 an indemnification agreement 02:56:24</p> <p>2 bearing Control Numbers Uber 4855 through 4874.</p> <p>3 Do you recognize this indemnification</p> <p>4 agreement?</p> <p>5 A. No. 02:57:10</p> <p>6 MR. VERHOEVEN: For the record, Counsel,</p> <p>7 there's redacted portions of this agreement, and we</p> <p>8 object to that and intend to move to compel, unless</p> <p>9 you have the agreement now in a form that I can</p> <p>10 use. 02:57:27</p> <p>11 MS. DUNN: I think you should use your</p> <p>12 document.</p> <p>13 MR. VERHOEVEN: So -- so you don't have</p> <p>14 one here, right?</p> <p>15 MS. DUNN: No. 02:57:34</p> <p>16 Q. (By Mr. Verhoeven) I direct your</p> <p>17 attention to page 4873 on the control numbers.</p> <p>18 A. Okay.</p> <p>19 Q. That's your signature?</p> <p>20 A. Yes, it is. 02:57:55</p> <p>21 Q. Did you read this document before you</p> <p>22 signed it?</p> <p>23 A. I did not.</p> <p>24 Q. Did you know what it was?</p> <p>25 A. I knew it was part of a larger set of 02:58:00</p> <p style="text-align: right;">Page 277</p>

<p>1 documents related to the transaction. 02:58:03</p> <p>2 Q. Do you have any recollection of signing</p> <p>3 an indemnification agreement in connection with the</p> <p>4 transaction?</p> <p>5 A. I do not. 02:58:10</p> <p>6 (Exhibit 383 was marked for</p> <p>7 identification by the court reporter and is</p> <p>8 attached hereto.)</p> <p>9 Q. (By Mr. Verhoeven) Let's mark as</p> <p>10 Exhibit 383 a document. It looks like a text 02:58:30</p> <p>11 message from Anthony Levandowski, bearing Control</p> <p>12 Number Uber 73820.</p> <p>13 Do you see your phone number on there?</p> <p>14 A. Yes, I do.</p> <p>15 Q. This is a text from Mr. Levandowski to 02:59:06</p> <p>16 you, time-stamped May 5th, 2016?</p> <p>17 A. Correct.</p> <p>18 Q. And Mr. Levandowski texts you saying,</p> <p>19 "Driving to SF to meet with Scott, ATC, laser guy</p> <p>20 and guide the team." 02:59:22</p> <p>21 Do you see that?</p> <p>22 A. I do.</p> <p>23 Q. Who is Scott?</p> <p>24 A. I am not sure. I think maybe is the guy</p> <p>25 at ATC that works on lasers, maybe. 02:59:31</p> <p style="text-align: right;">Page 278</p>	<p>1 (Exhibit 384 was marked for 03:00:28</p> <p>2 identification by the court reporter and is</p> <p>3 attached hereto.)</p> <p>4 Q. (By Mr. Verhoeven) I need the -- let's</p> <p>5 mark as Exhibit 384 a couple of texts bearing 03:00:33</p> <p>6 Control Number 73811 through 809.</p> <p>7 Actually, to correct the record,</p> <p>8 Exhibit 384 is two text messages: The first one</p> <p>9 dated May 10, 2016, bears Control Number 73809; and</p> <p>10 the second dated May 10th, 2016, bears the Control 03:01:28</p> <p>11 Number Uber 73811.</p> <p>12 Directing your attention to the text</p> <p>13 message bearing the Control Numbers 38111, which is</p> <p>14 your second page, I believe.</p> <p>15 Is your phone number on this page? 03:02:08</p> <p>16 A. Yeah.</p> <p>17 Q. So this is a text from Mr. Levandowski to</p> <p>18 yourself?</p> <p>19 A. It appears to be so, yes.</p> <p>20 Q. And is time-stamped May 10th, 2016. 03:02:16</p> <p>21 Do you see that?</p> <p>22 A. Yeah. Yes, I do.</p> <p>23 Q. And Mr. Levandowski says, "Wow. I am</p> <p>24 super pissed at what is going on at ATC. There's</p> <p>25 no one who is pushing for the right things." 03:02:29</p> <p style="text-align: right;">Page 280</p>
<p>1 Q. ATC is your group? 02:59:35</p> <p>2 A. Yeah.</p> <p>3 Q. You don't know if Scott is the guy who</p> <p>4 works on lasers?</p> <p>5 A. I would assume he is, but I don't know 02:59:44</p> <p>6 for sure.</p> <p>7 Q. Do you remember any discussions with</p> <p>8 Mr. Levandowski about this text?</p> <p>9 A. No, I do not.</p> <p>10 Q. Did you have any discussions with 02:59:52</p> <p>11 Mr. Levandowski about his input to the folks in</p> <p>12 Pittsburgh or with Scott, referenced here,</p> <p>13 concerning LiDAR?</p> <p>14 A. I do not.</p> <p>15 Q. Same question, but concerning him guiding 03:00:12</p> <p>16 the team with respect to LiDAR?</p> <p>17 MS. DUNN: Form.</p> <p>18 THE DEPONENT: You know, I see the text</p> <p>19 as it's -- as it is.</p> <p>20 Q. (By Mr. Verhoeven) But you have no 03:00:23</p> <p>21 recollection?</p> <p>22 A. No.</p> <p>23 Q. That's a no?</p> <p>24 A. Sorry. No.</p> <p>25 //// 03:00:28</p> <p style="text-align: right;">Page 279</p>	<p>1 Do you see that? 03:02:33</p> <p>2 A. It says there's "one one," but --</p> <p>3 Q. Oh, I see.</p> <p>4 A. -- I could -- I could imagine that it --</p> <p>5 I just see what it says. There is "one one." 03:02:39</p> <p>6 Q. Would you interpret that as no one?</p> <p>7 A. I think that's a likely possibility.</p> <p>8 Q. Okay.</p> <p>9 A. Yeah.</p> <p>10 Q. Do you remember having a discussion with 03:02:50</p> <p>11 Mr. Levandowski on or about May of 2016 about him</p> <p>12 being angry about what is going on at ATC?</p> <p>13 A. I don't remember anger, but, certainly,</p> <p>14 surprise and disappoint, yeah.</p> <p>15 Q. And what did he say to you about that, or 03:03:09</p> <p>16 text you about that?</p> <p>17 A. I mean, I think as he got deeper into our</p> <p>18 existing efforts, he was not pleased with how we</p> <p>19 were approaching the problem.</p> <p>20 Q. Okay. And what did he -- what did he do 03:03:34</p> <p>21 about that?</p> <p>22 A. I think he -- he went to Pittsburgh,</p> <p>23 spent time with the team and tried to reorient them</p> <p>24 in a way that made them prioritize better, work</p> <p>25 harder, focus on the right things, work as a team, 03:03:52</p> <p style="text-align: right;">Page 281</p>

<p>1 better culture, stand up for what's right, not be 03:03:56 2 political. 3 Probably got into the weeds on -- on the 4 technology itself. I -- I don't. I am not as 5 privy to that kind of stuff. But I think he just 03:04:07 6 went in there and tried to correct and sort of 7 reorient us towards a more -- a more successful 8 approach. 9 Q. What about this last sentence that uses 10 the F word. 03:04:25 11 Do you see it? 12 A. I do, yes. 13 Q. Do you remember any discussions with 14 Mr. Levandowski in or about this time, May of 2016, 15 regarding the software? 03:04:33 16 A. Yeah. I mean, I just think that we had a 17 bunch of scientists. I mean, we hired a bunch of 18 folks from CMU. They were professors and 19 scientists. [REDACTED] 20 [REDACTED] 03:04:50 21 [REDACTED] 22 [REDACTED] 23 Q. [REDACTED] 24 [REDACTED] 25 [REDACTED] 03:05:04 Page 282</p>	<p>1 [REDACTED] 03:06:12 2 [REDACTED] 3 [REDACTED] 4 [REDACTED] 5 [REDACTED] 03:06:32 6 Q. (By Mr. Verhoeven) Okay. And this is 7 software that would use the LiDAR system as input, 8 correct? 9 A. Yeah, or just sensors generally, but it 10 doesn't -- a lot of that software doesn't touch the 03:06:42 11 LiDAR stuff. But it's generally the intelligence 12 to move a car autonomously through space. 13 Q. And Pittsburgh was working on software 14 whose input would be info from LiDAR sensors, 15 right? 03:07:05 16 MS. DUNN: Objection to form. 17 THE DEPONENT: There was input from lots 18 of places; but, yes, LiDAR, too. 19 Q. (By Mr. Verhoeven) Okay. You can put 20 that aside. 03:07:23 21 MR. VERHOEVEN: Let's mark as Exhibit 385 22 an email string bearing Control Number Uber 70012 23 through 13. 24 (Exhibit 385 was marked for 25 identification by the court reporter and is 03:07:35 Page 284</p>
<p>1 [REDACTED] 03:05:08 2 [REDACTED] 3 [REDACTED] 4 [REDACTED] 5 [REDACTED] 03:05:16 6 [REDACTED] 7 [REDACTED] 8 [REDACTED] 9 [REDACTED] 10 [REDACTED] 03:05:29 11 [REDACTED] 12 [REDACTED] 13 [REDACTED] 14 Q. And he actually spent a lot of time 15 developing in -- in the -- withdrawn. 03:05:45 16 He'd actually spent a lot of time with 17 his team trying to develop such a device, right -- 18 MS. DUNN: Form. 19 Q. (By Mr. Verhoeven) -- while he was at 20 Google? 03:05:59 21 MS. DUNN: Objection to form. 22 MR. CHATTERJEE: Form. 23 THE DEPONENT: [REDACTED] 24 [REDACTED] 25 [REDACTED] 03:06:07 Page 283</p>	<p>1 attached hereto.) 03:07:35 2 Q. (By Mr. Verhoeven) So that top email is 3 authored by yourself? 4 A. Yeah. 5 Q. So you sent this email on May 14, 2006 to 03:07:57 6 Jeff Holden. 7 A. Okay. 8 Q. Is that what it says? 9 A. It looks like it, yes. 10 Q. Okay. And you said, "Love the updates. 03:08:04 11 Read them all." 12 A. Or "read them all." 13 Q. Okay. Did you read all of the updates 14 you got from the ATC group? 15 A. I can't say that I did. 03:08:23 16 Q. Okay. If you look at Mr. Holden's email, 17 to which you had just responded -- 18 A. Yeah. 19 Q. -- which is dated May 13th -- 20 Do you see that? 03:08:34 21 A. I sure do. 22 Q. If you look at the third bullet down, 23 third solid bullet down? 24 A. Yeah. 25 Q. It said, "We also discussed the laser 03:08:46 Page 285</p>

<p>1 plan." 03:08:52</p> <p>2 Do you see that?</p> <p>3 A. Yeah.</p> <p>4 Q. And, I am sorry, if you look at one</p> <p>5 bullet up, this is in reference to a meeting with 03:08:57</p> <p>6 Anthony Levandowski.</p> <p>7 Do you see that?</p> <p>8 A. I mean, I -- I see there's something</p> <p>9 about Drew.</p> <p>10 Q. Oh, let's go to the second bullet. 03:09:08</p> <p>11 A. Okay. So the second bullet is about</p> <p>12 Anthony.</p> <p>13 Q. It says, "Met with Anthony today," and</p> <p>14 then it goes on.</p> <p>15 Do you see that? 03:09:17</p> <p>16 A. Yeah.</p> <p>17 Q. And then the next bullet says, "We also</p> <p>18 discussed the laser plan."</p> <p>19 Do you see that?</p> <p>20 A. Yeah. 03:09:22</p> <p>21 Q. So that was a discussion with Anthony,</p> <p>22 right?</p> <p>23 A. I don't know if that's clear.</p> <p>24 MS. DUNN: Do you need more time to --</p> <p>25 THE DEPONENT: Yeah, here, why don't I 03:09:30</p> <p>Page 286</p>	<p>1 Q. Okay. [REDACTED] 03:12:00</p> <p>2 [REDACTED]</p> <p>3 [REDACTED]</p> <p>4 [REDACTED]</p> <p>5 MR. CHATTERJEE: Form. 03:12:13</p> <p>6 MS. DUNN: Objection to form.</p> <p>7 THE DEPONENT: [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 Q. (By Mr. Verhoeven) Did you have any</p> <p>10 conversations with Mr. Levandowski or anyone else 03:12:20</p> <p>11 about this laser design that's mentioned here?</p> <p>12 MS. DUNN: Objection to form.</p> <p>13 THE DEPONENT: Not -- not -- not that I</p> <p>14 recall.</p> <p>15 (Discussion off the stenographic record.) 03:12:41</p> <p>16 Q. (By Mr. Verhoeven) Do you remember</p> <p>17 having a conversation with anyone within ATC about</p> <p>18 [REDACTED]</p> <p>19 [REDACTED]</p> <p>20 A. I don't remember anything specific on 03:13:15</p> <p>21 that.</p> <p>22 Q. Do you remember something generally?</p> <p>23 A. Generally, we -- we want -- we wanted to</p> <p>24 produce our own lasers, and I know the team was</p> <p>25 working on it. But I just wasn't in the weeds on 03:13:27</p> <p>Page 288</p>
<p>1 just read this real quick. But it's not clear. 03:09:31</p> <p>2 Because the first bullet was Drew, and the second</p> <p>3 bullet was Anthony, but let me just read it and --</p> <p>4 just give me a second.</p> <p>5 Q. (By Mr. Verhoeven) Okay. 03:09:40</p> <p>6 A. Yes, I have read.</p> <p>7 Q. Now, directing your attention to the</p> <p>8 third bullet --</p> <p>9 A. Yeah.</p> <p>10 Q. -- the solid bullet down -- 03:11:32</p> <p>11 A. Yeah.</p> <p>12 Q. -- of Mr. Holden's May 13th, 2016</p> <p>13 email --</p> <p>14 A. Yeah. Yeah, yeah, yeah.</p> <p>15 Q. -- where it says, "We also discussed the 03:11:41</p> <p>16 laser plan."</p> <p>17 That was a discussion with</p> <p>18 Mr. Levandowski, right?</p> <p>19 A. I think it's a fair assumption.</p> <p>20 Q. And then it says [REDACTED] 03:11:48</p> <p>21 [REDACTED]</p> <p>22 Do you see that?</p> <p>23 A. Yeah.</p> <p>24 Q. What's that a reference to?</p> <p>25 A. Sounds like something to do with lasers. 03:11:59</p> <p>Page 287</p>	<p>1 this. 03:13:30</p> <p>2 Q. Did you know that Mr. Levandowski had</p> <p>3 developed a new laser design?</p> <p>4 A. No.</p> <p>5 MS. DUNN: Objection to form. 03:13:35</p> <p>6 Q. (By Mr. Verhoeven) Then it says -- the</p> <p>7 last sentence says, "I would like to be -- it</p> <p>8 will" -- withdrawn.</p> <p>9 The last sentence in this bullet says,</p> <p>10 [REDACTED] 03:13:48</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 Do you see that?</p> <p>14 A. I do.</p> <p>15 Q. And that's referring to Mr. Levandowski's 03:14:02</p> <p>16 estimate, right?</p> <p>17 MS. DUNN: Objection to form.</p> <p>18 THE DEPONENT: I assume so.</p> <p>19 Q. (By Mr. Verhoeven) Okay. Do you</p> <p>20 remember discussing that Mr. Levandowski's new 03:14:11</p> <p>21 design would be [REDACTED]</p> <p>22 [REDACTED]</p> <p>23 A. I -- I don't remember pricing as it</p> <p>24 related to a new design, but I do remember</p> <p>25 understanding that, over time, the price of those 03:14:29</p> <p>Page 289</p>

<p>1 laser units goes down substantially. 03:14:30</p> <p>2 And my guess is, that's based on design,</p> <p>3 but also manufacturing methods, supply chain</p> <p>4 volume, and -- and things like that.</p> <p>5 Q. Do you see -- actually, in the interest 03:14:47</p> <p>6 of time, I won't ask you any more questions on this</p> <p>7 one.</p> <p>8 MS. DUNN: I'm just asking to not get</p> <p>9 ahead of me when I'm --</p> <p>10 MR. VERHOEVEN: Then say it on the 03:15:08</p> <p>11 record, then.</p> <p>12 MS. DUNN: I am on the record.</p> <p>13 MR. VERHOEVEN: Okay.</p> <p>14 THE DEPONENT: Are we done with this one?</p> <p>15 Q. (By Mr. Verhoeven) Yes, sir. 03:15:16</p> <p>16 Okay.</p> <p>17 MR. VERHOEVEN: Mark as Exhibit 386 an</p> <p>18 email string bearing Control Numbers Uber 63707</p> <p>19 through 708.</p> <p>20 (Exhibit 386 was marked for 03:15:25</p> <p>21 identification by the court reporter and is</p> <p>22 attached hereto.)</p> <p>23 Q. (By Mr. Verhoeven) You ready?</p> <p>24 A. Yes.</p> <p>25 Q. The email on the top of the first page 03:16:23</p> <p style="text-align: right;">Page 290</p>	<p>1 Do you see that? 03:17:35</p> <p>2 A. I do.</p> <p>3 Q. And the next bit of text is two lines, is</p> <p>4 your comment, correct?</p> <p>5 A. Yes. Yeah. 03:17:41</p> <p>6 Q. And you say [REDACTED]</p> <p>7 [REDACTED] but I get it. Once work is settled down,</p> <p>8 I will need to have some combos on lasers."</p> <p>9 A. Yeah.</p> <p>10 Q. And that was your comment, right? 03:17:54</p> <p>11 A. Yeah.</p> <p>12 Q. So you -- you -- whether you remember it</p> <p>13 now or not, at the time, you did receive this</p> <p>14 information and did comment on it, correct?</p> <p>15 A. Yes. 03:18:05</p> <p>16 Q. And then you indicate that you need to</p> <p>17 have some more conversations on lasers, right?</p> <p>18 A. Correct.</p> <p>19 Q. Do you remember those conversations?</p> <p>20 A. I don't think they happened. 03:18:17</p> <p>21 Q. Sorry?</p> <p>22 A. I don't think they happened.</p> <p>23 Q. Does this refresh your recollection of</p> <p>24 any discussion you had about [REDACTED]</p> <p>25 [REDACTED] based on Mr. Levandowski's new 03:18:26</p> <p style="text-align: right;">Page 292</p>
<p>1 here is an email from yourself to Jeff Holden, 03:16:24</p> <p>2 dated May 16th, 2016, correct?</p> <p>3 A. Yes.</p> <p>4 Q. And then below that is an email dated</p> <p>5 May 13th, 2016, that was sent to you by 03:16:36</p> <p>6 Jeff Holden, correct?</p> <p>7 A. Yeah. Yeah.</p> <p>8 Q. And what you say in your response is,</p> <p>9 "Comments below."</p> <p>10 Do you see that? 03:16:46</p> <p>11 A. Yep.</p> <p>12 Q. And so is it correct that, below, you</p> <p>13 have added text where you were commenting on what</p> <p>14 Mr. Holden said, that we find your comments in --</p> <p>15 in the email directly below your email? 03:17:00</p> <p>16 A. Yes.</p> <p>17 Q. Okay. Direct your attention to the third</p> <p>18 paragraph at the bottom?</p> <p>19 A. Okay.</p> <p>20 Q. And I believe this is Mr. Holden saying, 03:17:17</p> <p>21 "We also discussed the laser plan. [REDACTED]</p> <p>22 [REDACTED]</p> <p>23 [REDACTED]</p> <p>24 [REDACTED]</p> <p>25 [REDACTED] 03:17:34</p> <p style="text-align: right;">Page 291</p>	<p>1 design? 03:18:33</p> <p>2 MS. DUNN: Objection to form.</p> <p>3 THE DEPONENT: Again, I think I generally</p> <p>4 understood that through scale engineering, through</p> <p>5 sort of continuation on design, that the price of 03:18:39</p> <p>6 lasers goes down.</p> <p>7 But I don't think I ever followed up on</p> <p>8 this and had these discussions on lasers.</p> <p>9 Q. (By Ms. Dunn) Okay. My question is, I</p> <p>10 guess, a legalistic one -- 03:18:50</p> <p>11 A. Okay.</p> <p>12 Q. -- but do you know what it means when I</p> <p>13 say "refresh your recollection"?</p> <p>14 A. Not really.</p> <p>15 Q. Okay. What -- what I'm asking, to be 03:18:59</p> <p>16 more specific, is if by looking at this document,</p> <p>17 it triggers something in your memory and you say,</p> <p>18 oh, now I remember.</p> <p>19 A. I -- I remember -- this refreshes my</p> <p>20 recollection in that it reminds of the time at 03:19:12</p> <p>21 which I sent this email and gives me, like, a</p> <p>22 little bit of texture of what was going on at that</p> <p>23 time, like it is -- it is familiar.</p> <p>24 Q. Okay.</p> <p>25 A. Yeah. 03:19:30</p> <p style="text-align: right;">Page 293</p>



<p>1 Q. So, vaguely, you -- this triggers a 03:19:31</p> <p>2 memory that --</p> <p>3 A. Yeah.</p> <p>4 Q. -- you were having this conversation?</p> <p>5 A. Correct. 03:19:36</p> <p>6 MS. DUNN: Objection to form.</p> <p>7 THE DEPONENT: It -- I most definitely</p> <p>8 remember -- I remember writing this email.</p> <p>9 Q. (By Ms. Dunn) Oh, you do?</p> <p>10 A. Yeah. 03:19:48</p> <p>11 Q. Okay.</p> <p>12 A. Yeah. And it's kind of fun to -- like, I</p> <p>13 still got it, you know. It's...</p> <p>14 Q. Okay. Did you, at any point, ask about</p> <p>15 -- ask to see this new design that was predicted to 03:20:00</p> <p>16 [REDACTED]</p> <p>17 A. No.</p> <p>18 Q. Was that exciting to you?</p> <p>19 A. If -- if that could be done, of course,</p> <p>20 yes. That's interesting. 03:20:11</p> <p>21 Q. Did you talk to anybody about it?</p> <p>22 A. I did not.</p> <p>23 MR. VERHOEVEN: All right. Let's mark as</p> <p>24 Exhibit 387 an email string bearing Control</p> <p>25 Numbers Uber 64468 through 69. 03:20:32</p> <p style="text-align: right;">Page 294</p>	<p>1 if there was any other time where anybody outside 03:22:10</p> <p>2 Uber would have been told. I mean, there's</p> <p>3 lawyers, outside lawyers. But that doesn't really</p> <p>4 count.</p> <p>5 I can't -- I can't think of anything. 03:22:21</p> <p>6 Q. (By Mr. Verhoeven) The intention was to</p> <p>7 keep it private and confidential --</p> <p>8 A. Yeah.</p> <p>9 Q. -- up until the time you announced it</p> <p>10 publicly, right? 03:22:27</p> <p>11 A. Correct. Yes.</p> <p>12 Q. Why didn't you tell anybody about it</p> <p>13 after you signed the merger agreement?</p> <p>14 A. Because I think there's still a potential</p> <p>15 for the -- for the merger to ultimately not happen; 03:22:44</p> <p>16 and second is that, until we were ready to announce</p> <p>17 it, like, where we're going to merge the entire</p> <p>18 effort, the whole thing, you shouldn't talk about</p> <p>19 it.</p> <p>20 So we were in a situation where there was 03:23:02</p> <p>21 a consulting piece, and then there was a, "okay, we</p> <p>22 are actually going to put these things together"</p> <p>23 piece. So...</p> <p>24 Q. But the merger agreement was where you</p> <p>25 said you signed on the dotted line that you were 03:23:13</p> <p style="text-align: right;">Page 296</p>
<p>1 (Exhibit 387 was marked for 03:20:35</p> <p>2 identification by the court reporter and is</p> <p>3 attached hereto.)</p> <p>4 Q. (By Mr. Verhoeven) You see this is an</p> <p>5 email from yourself, dated August 16th, 2016, 03:21:06</p> <p>6 during the subject line messaging notes?</p> <p>7 A. Yeah.</p> <p>8 Q. What did you mean by messaging notes?</p> <p>9 A. I mean, this -- this is right around the</p> <p>10 announcement, so I -- I don't know what these notes 03:21:22</p> <p>11 are from, per se, but my guess is, it's about how</p> <p>12 do we want to talk about the effort and the</p> <p>13 acquisition.</p> <p>14 MS. DUNN: You need time to read the</p> <p>15 document. Take your time. 03:21:46</p> <p>16 THE DEPONENT: Okay.</p> <p>17 Q. (By Mr. Verhoeven) When was the first</p> <p>18 time that you let anybody outside of Uber know</p> <p>19 about this deal?</p> <p>20 MS. DUNN: Objection to form. 03:21:54</p> <p>21 Q. (By Mr. Verhoeven) Was it the</p> <p>22 announcement?</p> <p>23 MS. DUNN: Same objection.</p> <p>24 THE DEPONENT: I'm -- I'm thinking. I</p> <p>25 mean, that was the intention. I am trying to think 03:22:06</p> <p style="text-align: right;">Page 295</p>	<p>1 going to put these things together, right? 03:23:14</p> <p>2 MS. DUNN: Objection to form.</p> <p>3 THE DEPONENT: I believe there are</p> <p>4 certain constraints or limitations or -- or</p> <p>5 criteria by which it wouldn't happen. And that's 03:23:20</p> <p>6 why you had to go -- well, we just had a period of</p> <p>7 time where it was in this middle area, post-signing</p> <p>8 pre-closing.</p> <p>9 So until it closed, we didn't want to</p> <p>10 talk about it. 03:23:37</p> <p>11 Q. (By Mr. Verhoeven) Don't most companies</p> <p>12 announce these -- these types of transactions upon</p> <p>13 a completion of the merger deal, before the</p> <p>14 closing?</p> <p>15 A. I think most deals -- not all deals. I 03:23:51</p> <p>16 mean, I have worked on deals where that didn't</p> <p>17 happen. So...</p> <p>18 Q. Most of time, that's what -- what</p> <p>19 happens, right?</p> <p>20 MS. DUNN: Objection to form. 03:24:01</p> <p>21 THE DEPONENT: I'm thinking of</p> <p>22 acquisitions we have done -- literally,</p> <p>23 acquisitions that Uber has done -- where we</p> <p>24 announce post-closing.</p> <p>25 Q. (By Mr. Verhoeven) Which ones? 03:24:09</p> <p style="text-align: right;">Page 297</p>

<p>1 A. The China deal. 03:24:09</p> <p>2 Q. Okay.</p> <p>3 A. I think we did the same thing with our</p> <p>4 acquisition in Toronto recently. We waited until</p> <p>5 closing. 03:24:18</p> <p>6 Q. And why would you wait till closing</p> <p>7 instead of the time of the merger?</p> <p>8 A. Because a lot of times, pre-closing,</p> <p>9 there may be reasons why the -- why the agreement</p> <p>10 ultimately doesn't -- like, why the merger or the 03:24:27</p> <p>11 acquisition doesn't actually happen. There --</p> <p>12 there can be criteria, reasons, et cetera, why it</p> <p>13 doesn't close.</p> <p>14 MR. VERHOEVEN: Okay. Let's mark as</p> <p>15 Exhibit 388 an email string bearing Control Numbers 03:24:46</p> <p>16 Uber 64406 through 407.</p> <p>17 (Exhibit 388 was marked for</p> <p>18 identification by the court reporter and is</p> <p>19 attached hereto.)</p> <p>20 Q. (By Mr. Verhoeven) So the top email is 03:25:18</p> <p>21 an email from Emil Michael, dated August 19th,</p> <p>22 2016, to Mr. Levandowski and yourself, correct?</p> <p>23 A. Sorry. I was reading this email. Can</p> <p>24 you say that again.</p> <p>25 Q. Okay. The top email -- 03:25:38</p> <p style="text-align: right;">Page 298</p>	<p>1 lot of emails from him. I don't know what that was 03:26:42</p> <p>2 about. He usually -- he's just a more disorganized</p> <p>3 kind of person.</p> <p>4 Q. So how did he communicate, if he didn't</p> <p>5 send a lot of emails? 03:26:54</p> <p>6 A. Meetings, phone calls.</p> <p>7 Q. He didn't like to leave a written record</p> <p>8 of what he was doing, did he?</p> <p>9 MS. DUNN: Objection to form.</p> <p>10 MR. CHATTERJEE: Form. 03:27:08</p> <p>11 THE DEPONENT: I wouldn't -- I wouldn't</p> <p>12 characterize it that way at all.</p> <p>13 Q. (By Mr. Verhoeven) So if you look down</p> <p>14 the page, there's an email from John Krafcik.</p> <p>15 A. Yeah. 03:27:20</p> <p>16 Q. Who is he?</p> <p>17 A. He's the guy who runs Google's autonomy</p> <p>18 effort.</p> <p>19 Q. The CEO of Waymo today, right?</p> <p>20 A. Correct. 03:27:38</p> <p>21 Q. And it's from Mr. Krafcik to Mr. Michael,</p> <p>22 correct?</p> <p>23 A. Yeah.</p> <p>24 Q. This email was forwarded to you, correct?</p> <p>25 A. It looks like it, yes. 03:27:48</p> <p style="text-align: right;">Page 300</p>
<p>1 A. Yeah. 03:25:41</p> <p>2 Q. -- is an email from Mr. Michael, dated</p> <p>3 August 19th, 2016 --</p> <p>4 A. Yeah.</p> <p>5 Q. -- to Anthony Levandowski and yourself, 03:25:46</p> <p>6 correct?</p> <p>7 A. Yeah.</p> <p>8 Q. And I notice the email address for</p> <p>9 Anthony Levandowski is not an Uber email address;</p> <p>10 it's an Otto email address; is that right? 03:25:58</p> <p>11 A. Yeah.</p> <p>12 Q. So did Mr. Levandowski work -- still work</p> <p>13 in August from his Otto email account?</p> <p>14 A. A lot of times when you're sending</p> <p>15 emails, it just pops up the one you are used to 03:26:12</p> <p>16 sending it to. I assume that all these got merged</p> <p>17 onto the same system, ultimately.</p> <p>18 Q. Do you have any recollection of him not</p> <p>19 wanting to use the Uber email account?</p> <p>20 A. Post-acquisition, no. 03:26:31</p> <p>21 Q. Do you have --</p> <p>22 A. Let's call it post-closing, for sure.</p> <p>23 Q. Do you have any recollection of not</p> <p>24 liking to send emails?</p> <p>25 A. Not really. I don't -- I didn't see a 03:26:40</p> <p style="text-align: right;">Page 299</p>	<p>1 Q. And it characterizes a meeting that 03:27:49</p> <p>2 Mr. Krafcik had with Mr. Michael, right? Or, I</p> <p>3 apologize, a call that Mr. Michael had with</p> <p>4 Mr. Krafcik, correct?</p> <p>5 A. Hold on. Let me just read this. 03:28:00</p> <p>6 Yeah, appears to be so, yeah.</p> <p>7 Q. Okay. And in his summary of this</p> <p>8 telephone call, Mr. Michael says, "Only one</p> <p>9 thing" -- I am sorry. I mischaracterized it.</p> <p>10 In this an email from Mr. Krafcik -- 03:28:38</p> <p>11 A. Yes.</p> <p>12 Q. -- to Mr. Michael, one of the things that</p> <p>13 Mr. Krafcik says is, "The only one thing you said</p> <p>14 surprised me -- that the auto acquisition was about</p> <p>15 'assembling talent.'" 03:28:52</p> <p>16 A. Yeah.</p> <p>17 Q. Do you see that?</p> <p>18 A. I sure do.</p> <p>19 Q. And then in the email that Mr. Michael</p> <p>20 forwards to you -- 03:29:00</p> <p>21 A. Yeah.</p> <p>22 Q. -- he says, "You guys will love this</p> <p>23 S word..."</p> <p>24 Do you see that?</p> <p>25 A. Yes, I do. 03:29:11</p> <p style="text-align: right;">Page 301</p>

<p>1 Q. What did he mean? 03:29:11</p> <p>2 MS. DUNN: Objection to form.</p> <p>3 MR. CHATTERJEE: Form.</p> <p>4 Q. (By Mr. Verhoeven) Did you understand</p> <p>5 this when you received it? 03:29:15</p> <p>6 A. Yes.</p> <p>7 Q. Okay. What was your understanding?</p> <p>8 A. John was -- John was upset about the deal</p> <p>9 and pretending like he wasn't.</p> <p>10 Q. What do you mean by that? 03:29:37</p> <p>11 A. Well, he's trying to -- he's talking</p> <p>12 trash on the people that were part of the deal,</p> <p>13 that were his own employees not too long before.</p> <p>14 Q. Okay.</p> <p>15 A. And, like, if he wasn't upset about the 03:29:45</p> <p>16 deal -- sorry, if it wasn't upset about the talent,</p> <p>17 it's very strange that two or three months later,</p> <p>18 that they would sue in arbitration for us</p> <p>19 assembling that talent.</p> <p>20 Q. Why would he try to pretend he's not 03:29:58</p> <p>21 upset?</p> <p>22 A. Maybe because he's insecure.</p> <p>23 Q. That's you speculating?</p> <p>24 A. Probably.</p> <p>25 MS. DUNN: Objection to form. 03:30:10</p> <p style="text-align: right;">Page 302</p>	<p>1 Q. Okay. But you were laughing because you 03:31:11</p> <p>2 know they were very good, right?</p> <p>3 A. Well, I feel like they were, yeah.</p> <p>4 Q. Okay. Was there a meeting in July or</p> <p>5 August of 2016 that you recall with Mr. Krafcik? 03:31:36</p> <p>6 A. I don't remember the date. I do remember</p> <p>7 a meeting in Mountain View with Krafcik, Drummond,</p> <p>8 David Drummond, as well as -- I think Emil was</p> <p>9 there, too.</p> <p>10 Q. Okay. 03:31:56</p> <p>11 A. I think so. I don't know for sure, but I</p> <p>12 think he was.</p> <p>13 Q. Anyone else you remember at the meeting?</p> <p>14 A. No.</p> <p>15 Q. Okay. What was the purpose of the 03:32:03</p> <p>16 meeting?</p> <p>17 A. To see if we could put a partnership</p> <p>18 together.</p> <p>19 Q. I am sorry, what was -- what date do you</p> <p>20 remember it being? 03:32:11</p> <p>21 A. I don't remember.</p> <p>22 Q. Was it in 2016?</p> <p>23 A. Yes.</p> <p>24 Q. Okay. And what happened at the meeting?</p> <p>25 A. I think there was a lot of small talk. 03:32:24</p> <p style="text-align: right;">Page 304</p>
<p>1 Q. (By Mr. Verhoeven) Do you have any 03:30:10</p> <p>2 discussions with Mr. Michael about -- about this</p> <p>3 telephone call?</p> <p>4 A. I don't remember specific discussion, but</p> <p>5 I did enjoy this email. 03:30:20</p> <p>6 Q. You enjoyed it?</p> <p>7 A. It's strange for a leader to talk trash</p> <p>8 on the people that he hired just because they leave</p> <p>9 and work somewhere else.</p> <p>10 Q. Where is he talking trash? 03:30:33</p> <p>11 A. He basically said, "Only one thing you</p> <p>12 said surprised me, that the auto acquisition was</p> <p>13 about assembling talent."</p> <p>14 He said he knows the CV's and the</p> <p>15 pedigrees of all the folks that came from his team. 03:30:45</p> <p>16 And it's like he's literally talking trash about</p> <p>17 the people that used to work for him --</p> <p>18 Q. And --</p> <p>19 A. -- saying that they are -- they are not</p> <p>20 that good. 03:30:56</p> <p>21 Q. And you knew they were good?</p> <p>22 A. Well, I certainly felt that they were.</p> <p>23 They don't -- I mean, I am not in the details to</p> <p>24 work with all these individuals, it's just -- it's</p> <p>25 kind of a lowbrow thing to do. 03:31:06</p> <p style="text-align: right;">Page 303</p>	<p>1 It was our -- I think it was the first time we were 03:32:26</p> <p>2 meeting Krafcik. He gave us a tour of the -- some</p> <p>3 of the facility, and then we spent the conversation</p> <p>4 with us talking -- you know, myself and Emil</p> <p>5 talking about our ideas for how we could partner. 03:32:44</p> <p>6 And Krafcik really sort of not deeply</p> <p>7 engaging in the -- in the conversation.</p> <p>8 Q. He wasn't interested?</p> <p>9 A. It didn't --</p> <p>10 MS. DUNN: Objection to form. 03:32:59</p> <p>11 THE DEPONENT: It didn't seem that he</p> <p>12 was.</p> <p>13 Q. (By Mr. Verhoeven) Do you remember</p> <p>14 anything specific that he said?</p> <p>15 A. No, it was just like, you know, you know 03:33:04</p> <p>16 in a business deal whether somebody is interested</p> <p>17 or not, sometimes they say, oh, that's -- that's</p> <p>18 interesting. Let me get back to you. That may not</p> <p>19 mean they are interested.</p> <p>20 Q. Were you making a pitch to partner with 03:33:18</p> <p>21 them?</p> <p>22 A. I was constantly making a pitch to</p> <p>23 partner with them.</p> <p>24 Q. Okay. Did Mr. Drummond say anything at</p> <p>25 the meeting? 03:33:27</p> <p style="text-align: right;">Page 305</p>

<p>1 A. Little bit, but, you know, David is well 03:33:28 2 known for saying very little. 3 Q. Do you remember anything he said? 4 A. No. 5 Q. Okay. Can we pause for a second and get 03:33:41 6 a time? 7 THE VIDEOGRAPHER: Yes. Going off the 8 record. The time is 3:33. 9 (Recess taken.) 10 THE VIDEOGRAPHER: Okay. This marks the 03:45:22 11 beginning of DVD No. 4 in the deposition of 12 Travis Kalanick. Going back on the record. The 13 time is 3:45. 14 MR. VERHOEVEN: Let's mark as Exhibit 389 15 a document bearing Control Number Uber 76770. 03:45:38 16 (Exhibit 389 was marked for 17 identification by the court reporter and is 18 attached hereto.) 19 Q. (By Mr. Verhoeven) Do you see that you 20 are referenced in this document, TK says, TK 03:46:10 21 question? 22 A. Yeah. 23 Q. What -- what does Birdhouse LiDAR 24 discussion refer to? 25 A. Birdhouse started out as, like, a regular 03:46:24 Page 306</p>	<p>1 there's a big space, and then there's a seventh 03:48:02 2 that says, "TK questions." 3 A. Yeah. 4 Q. Do you see that? 5 A. Yeah. 03:48:10 6 Q. Well, before I get -- before I get into 7 the specifics, who was -- who were members of the 8 Birdhouse group? 9 A. And, again, it depends on the timing, 10 like -- but the latest Birdhouse would be -- the 03:48:24 11 latest -- the latest Birdhouse meeting would be the 12 leads in autonomy. So the overall leads for the 13 effort. 14 When it first started, it was about 15 hard -- the sort of hardware team, and the -- like, 03:48:46 16 one guy from hardware -- well, not even that. One 17 guy from the -- two guys from business development 18 who are dealing with the auto manufacturers, one 19 guy from safety, myself and maybe one or two other 20 people. 03:49:18 21 [REDACTED] 22 [REDACTED] This is sort of in 23 the middle of the timeline of where we started to 24 where we ended up, so that's why I'm a little bit 25 not totally sure. 03:49:28 Page 308</p>
<p>1 meeting that we had about [REDACTED] 03:46:33 2 [REDACTED]. And, over time, it 3 became our regular update on what's going on. 4 I am not sure where this is in that 5 timeline, but that was generally what Birdhouse was 03:46:54 6 about. 7 Q. Well, the date is -- 8 A. Yeah, I see the date. I just -- 9 apologize. Go ahead. I'm sorry. 10 Q. I was just going to say, the date is 03:47:04 11 September 19th, 2016; is that how you read that? 12 A. Yes. Yeah. 13 Q. Go ahead. If you want to finish, go 14 ahead. 15 A. Yeah, I just don't know where that sits 03:47:12 16 in terms of how Birdhouse [REDACTED] 17 [REDACTED] -- to 18 a general review of autonomy and how we were doing, 19 if there was a transition, sort of a general, slow 20 transition to the latter. I am not sure where 03:47:30 21 September 19th was in that -- in that. 22 Q. I am not going to ask you about all the 23 TK references, just -- just a couple. 24 A. Uh-huh. 25 Q. So there's six solid flush-left bullets, 03:47:57 Page 307</p>	<p>1 Again, the end would be the leads for -- 03:49:30 2 for the autonomy effort, meaning all the people 3 that directly report to Anthony; [REDACTED] 4 [REDACTED] 5 [REDACTED] 03:49:44 6 Q. Okay. Looking at the second bullet, it 7 says, [REDACTED] 8 [REDACTED] 9 Do you see that? 10 A. Yes, I do. 03:50:09 11 Q. What does that mean? 12 A. I think what it means is that we -- [REDACTED] 13 [REDACTED] 14 [REDACTED] 15 [REDACTED] 03:50:32 16 Q. What is T1 and T2? 17 A. This is tier 1 and tier 2. 18 Q. I see. 19 And then the one, two, three, four, fifth 20 bullet down says, [REDACTED] 03:50:44 21 [REDACTED] 22 Do you see that? 23 A. Yeah. 24 Q. What's your -- what's your understanding 25 of that bullet? 03:50:57 Page 309</p>

<p>1 A. It sounds like he wants to make lasers. 03:51:05</p> <p>2 Q. Okay. And then the bullet says, "auto</p> <p>3 timing"?</p> <p>4 A. Yeah.</p> <p>5 Q. And does -- there's a bunch of 03:51:11</p> <p>6 sub-bullets?</p> <p>7 A. Yeah.</p> <p>8 Q. Second-to-the-bottom sub-bullet says,</p> <p>9 "Using fiber lasers."</p> <p>10 Do you see that? 03:51:21</p> <p>11 A. I do.</p> <p>12 Q. Is this a ref-- -- what is this a</p> <p>13 reference to?</p> <p>14 A. That, I don't know. I don't know what --</p> <p>15 I just don't know -- I can't get to that level of 03:51:28</p> <p>16 specificity on the technology.</p> <p>17 Q. Have you ever heard of a spider design?</p> <p>18 A. Yes, I have.</p> <p>19 Q. Okay. What did you hear about that?</p> <p>20 MS. DUNN: Objection to form. 03:51:43</p> <p>21 THE DEPONENT: The first time I heard</p> <p>22 about it was in one of your filings.</p> <p>23 Q. (By Mr. Verhoeven) Okay. Same -- same</p> <p>24 question with Fuji design?</p> <p>25 A. Yeah, so Fuji was our own design, if I 03:51:52</p> <p style="text-align: right;">Page 310</p>	<p>1 A. Yeah. Yup. 03:54:14</p> <p>2 MS. DUNN: Can we pause for a second? In</p> <p>3 looking at this document, I am not entirely sure.</p> <p>4 MR. VERHOEVEN: Let's go off.</p> <p>5 MS. DUNN: Yeah, I would like to go off 03:54:22</p> <p>6 the record.</p> <p>7 MR. VERHOEVEN: Let's go off the record.</p> <p>8 We are not using my time.</p> <p>9 THE VIDEOGRAPHER: Going off the record.</p> <p>10 The time is 3:54. 03:54:28</p> <p>11 (Recess taken.)</p> <p>12 THE VIDEOGRAPHER: We are back on the</p> <p>13 record at 3:57.</p> <p>14 MS. DUNN: Uber's position on Exhibit 390</p> <p>15 is that it has been inadvertently produced, and our 03:58:13</p> <p>16 position is that we are going to claw this</p> <p>17 exhibit back.</p> <p>18 MR. VERHOEVEN: We object to that, but,</p> <p>19 obviously, you have a right to claw it back.</p> <p>20 MS. DUNN: Thanks. 03:58:29</p> <p>21 Q. (By Mr. Verhoeven) Was there a period of</p> <p>22 time in which Mr. Drummond was on the Uber board?</p> <p>23 And did there come a time when Uber shut him out</p> <p>24 from the board?</p> <p>25 MR. CHATTERJEE: Object to form. 03:58:54</p> <p style="text-align: right;">Page 312</p>
<p>1 remember correctly. 03:51:55</p> <p>2 Q. And what was the first time you heard the</p> <p>3 phrase "Fuji design"?</p> <p>4 A. I can't say for sure it was in your</p> <p>5 filing. I can't say for sure. I spent a lot more 03:52:05</p> <p>6 time reading that term once your filing came out.</p> <p>7 So -- but I understand it to generally be our</p> <p>8 effort to make our own lasers.</p> <p>9 Q. Did you have any involvement in a</p> <p>10 decision to -- for Uber to switch from pursuing 03:52:31</p> <p>11 this spider design and transition to using a Fuji</p> <p>12 design?</p> <p>13 A. No.</p> <p>14 Q. Did anyone ever talk to you about it?</p> <p>15 A. Not that I know of. 03:52:49</p> <p>16 MR. VERHOEVEN: Let's mark as Exhibit 390</p> <p>17 an email dated January 18th, 2017, from Mr. -- from</p> <p>18 Travis to Travis Kalanick. And it bears Control</p> <p>19 Numbers Uber 651, 67.</p> <p>20 (Exhibit 390 was marked for 03:53:31</p> <p>21 identification by the court reporter and is</p> <p>22 attached hereto.)</p> <p>23 Q. (By Mr. Verhoeven) Do you see there's an</p> <p>24 email below from Salle to Anthony.</p> <p>25 Do you see that? 03:54:11</p> <p style="text-align: right;">Page 311</p>	<p>1 THE DEPONENT: Yes. 03:58:56</p> <p>2 Q. (By Mr. Verhoeven) When did that happen?</p> <p>3 A. I would characterize it as asking him to</p> <p>4 recuse himself from board meetings. Let's put it</p> <p>5 that way. 03:59:01</p> <p>6 Q. Okay. When did that first happen?</p> <p>7 A. My recollection is, that happened around</p> <p>8 October of 2014.</p> <p>9 Q. '14?</p> <p>10 A. Yup. Yup. I think so. There's a 03:59:14</p> <p>11 point --</p> <p>12 Q. I am sorry. Go ahead.</p> <p>13 A. There's a point he formally resigned from</p> <p>14 the board, and that is different when he stopped</p> <p>15 attending board meetings. 03:59:36</p> <p>16 Q. Okay. And what -- on what occasions did</p> <p>17 you exclude him from board meetings before he</p> <p>18 resigned?</p> <p>19 MS. DUNN: Objection to form.</p> <p>20 THE DEPONENT: I think it was a mutual 03:59:47</p> <p>21 understanding that he probably shouldn't attend.</p> <p>22 Q. (By Mr. Verhoeven) Any or just when a</p> <p>23 certain subject matter was discussed?</p> <p>24 A. Any.</p> <p>25 Q. Okay. So around the date you gave in 03:59:57</p> <p style="text-align: right;">Page 313</p>

<p>1 2014, from then on, you didn't attend any board 04:00:01 2 meetings? 3 A. Correct. 4 Q. Okay. Do you remember any discussions 5 with him about the decision that he shouldn't 04:00:09 6 attend any board meetings? 7 A. I do. 8 Q. Okay. What did you say to him? What did 9 he say to you? 10 A. He said that Google is intending to 04:00:20 11 compete with Uber in the ridesharing space. And 12 that the efforts were substantive enough and 13 serious enough that he felt compelled to tell us 14 that that was happening. 15 Q. Okay. Did he do that orally or in 04:00:45 16 writing? 17 A. That was orally. 18 Q. Okay. And who was present when he said 19 that? 20 A. Just me. 04:00:55 21 Q. All right. And what did you say to him? 22 A. I -- I think I expressed disappointment. 23 Q. I thought I saw you smile a little bit. 24 Did you say something? 25 A. No. No. I was -- it was -- that was not 04:01:05 Page 314</p>	<p>1 A. I can't remember if there was a phone 04:02:33 2 call or not. I don't remember. He either called 3 me, or Emil. I can't remember each one. It may 4 have been -- you know what, it was me. Yup. There 5 was a phone. I think he called -- either he called 04:02:46 6 me, or we arranged a time to talk on the phone. 7 Q. Okay. And when was that? 8 A. I don't remember. There's probably three 9 or four ways to find out. I don't remember the 10 exact date. 04:03:01 11 Q. What did he say to you, and what did you 12 say to him? 13 MS. DUNN: Objection to form. 14 THE DEPONENT: He said, look, whether 15 it's some kind of conflict or -- he just felt -- 04:03:05 16 his -- his approach for the entire -- his and my 17 approach were very similar in the period 18 following -- 19 Q. (By Mr. Verhoeven) Go ahead. I am 20 sorry. 04:03:28 21 A. Yeah, no, it's okay. His approach and my 22 approach were similar in the time period following 23 where he let me know that he was competing. We 24 both were trying to find a way for Uber and Google 25 to partner autonomy and ridesharing together, like 04:03:44 Page 316</p>
<p>1 a smile. 04:01:07 2 Q. Okay. What did you say? How did you 3 express your disappointment? 4 A. My face looked sullen. And just how does 5 somebody express disappointment? They are just 04:01:24 6 like, I'm really sorry to hear that. And that's 7 unfortunate. And I don't remember my exact words, 8 but I remember feeling disappointed a little bit, a 9 little burned by the relationship. And it was just 10 generally unfortunate. 04:01:39 11 Q. Do you remember anything else you or he 12 said during that conversation? 13 A. Not really. 14 Q. Did the discussion of his attendance at 15 board meetings come up in that discussion? 04:01:50 16 A. It may have, but I don't remember 17 specifically. 18 Q. And this conversation, when Mr. Drummond 19 told you that, can you pinpoint when that occurs as 20 best you can? 04:02:03 21 A. It was in October 2014, just following a 22 board meeting. 23 Q. Okay. Did you have any discussions with 24 Mr. Drummond in relation to his decision to resign 25 from the board? 04:02:24 Page 315</p>	<p>1 some way to partner together. 04:03:50 2 He was a big believer it was the right 3 thing. I was a big believer it was the right 4 thing. I could get my company behind that. But 5 David couldn't get -- couldn't get, you know, Larry 04:03:59 6 and other folks and just Google, essentially, 7 behind that notion. 8 Q. Do you remember anything more specific -- 9 A. No. 10 Q. -- with that discussion? 04:04:28 11 A. Oh, what the -- 12 Q. What happened on the phone call. 13 A. Yeah. So -- sorry, I lost myself. I 14 remembered that beforehand. 15 Q. So that was before the phone call? 04:04:37 16 A. That was before. So that's context for 17 what leads up to that phone call. 18 Q. Okay. 19 A. And I think his overall communication was 20 that we had just gotten to a point where maybe 04:04:46 21 there's just no way for us to partner, and the fact 22 that he -- it doesn't look good that we are -- 23 Q. Keep going. 24 A. It doesn't look good that we're competing 25 while he's also on the board. 04:05:00 Page 317</p>

<p>1 Q. I was doing two things at once. I didn't 04:05:06 2 mean to -- 3 A. No, that's okay. 4 Q. Just trying to speed things up. 5 A. That's all right. 04:05:11 6 Q. In connection with your departure from 7 the position of CEO of Uber -- 8 A. Yeah. 9 Q. -- did the discussion -- was there any 10 discussion of the Waymo lawsuit? 04:05:25 11 MS. DUNN: Objection to form. 12 THE DEPONENT: There was not a discussion 13 of the Waymo lawsuit when I resigned, no. 14 Q. (By Mr. Verhoeven) Okay. [REDACTED] 15 [REDACTED] 04:05:41 16 [REDACTED] 17 [REDACTED] 18 MS. DUNN: Objection to form. 19 THE DEPONENT: [REDACTED] 20 Q. (By Mr. Verhoeven) [REDACTED] 04:05:51 21 A. [REDACTED] 22 [REDACTED] 23 [REDACTED] 24 [REDACTED] 25 ////</p> <p style="text-align: right;">Page 318</p>	<p>1 A. I believe so. I mean, I would have to 04:07:24 2 read the whole thing compared to what I have -- 3 Q. Well, take your time. 4 A. -- but it looks approximately the same. 5 Q. Take your time. 04:07:29 6 A. Okay. Let me just read it real quick. 7 Okay. 8 Q. Just one second. 9 A. Okay. 10 Q. Okay. Do you need the question again? 04:08:44 11 A. Yeah. 12 Q. [REDACTED] 13 [REDACTED] 14 [REDACTED] 15 Do you remember that testimony? 04:08:59 16 MS. DUNN: Objection to form. 17 THE DEPONENT: I do. 18 Q. (By Mr. Verhoeven) And you referred to a 19 letter. 20 Do you remember that? 04:09:05 21 A. Yes. 22 Q. Is this the letter? 23 A. Yes. 24 Q. Okay. Do you need to take a minute? 25 A. No, let's keep going. 04:09:14</p> <p style="text-align: right;">Page 320</p>
<p>1 (Exhibit 391 was marked for 04:06:05 2 identification by the court reporter and is 3 attached hereto.) 4 MR. VERHOEVEN: Okay. Let's mark as 5 Exhibit 391 an email dated June 20th, 2017, bearing 04:06:10 6 Control Numbers Uber 99109 through 9910. 7 MS. DUNN: Pursuant to the Court's order 8 on the motion in limine, I'm going to instruct the 9 witness he can answer questions about this, to the 10 extent that the questions have to do with this 04:06:47 11 lawsuit. 12 MR. VERHOEVEN: Okay. 13 MS. DUNN: Thanks. 14 MR. VERHOEVEN: We object to that. I'm 15 not sure we will have a problem, but we object to 04:06:58 16 that. I certainly don't recall any instruction 17 from the judge on that. 18 Q. (By Mr. Verhoeven) So is this the letter 19 that you are referring to? 20 I apologize that it's hardly legible, but 04:07:12 21 that's the way it was produced by your counsel. 22 A. This looks like it, yeah. 23 Q. Well, I need to know, yes or no. 24 A. Yes. Yes. 25 Q. This is the letter you were referring to? 04:07:23</p> <p style="text-align: right;">Page 319</p>	<p>1 Q. And do you recall any -- not everything 04:09:15 2 there, but just the Waymo lawsuit. Do you remember 3 any discussion you had with this decision on the 4 subject of the Waymo lawsuit beyond this letter? 5 A. There was none. 04:09:39 6 Q. Okay. In October of 2016, do you 7 remember having a discussion with Mr. Larry Page? 8 A. Yes. Yes. 9 Q. Okay. Did you call him? 10 A. I think he called me. 04:09:58 11 Q. Did you -- did you ask him to call you? 12 A. Yes, that's -- I did. That's usually how 13 it works with him, I think. 14 Q. Okay. Did you tell him you wanted to 15 talk about his interest in flying -- what was it -- 04:10:07 16 flying -- what -- what did you tell him you wanted 17 to talk about? 18 A. I wanted to talk him about flying cars. 19 Q. That's it. 20 A. How could you forget that? 04:10:25 21 Q. I didn't know the right name for it. I 22 was going to say flying cars, but I thought that 23 would be too simplistic. 24 A. We call them -- what's the other word for 25 it -- oh, yeah, VTOL, vertical takeoff and landing. 04:10:39</p> <p style="text-align: right;">Page 321</p>



<p>1 Q. And -- and so a call happened in October 04:10:45 2 of 2016? 3 A. Yes. 4 Q. Okay. Was there any discussion on that 5 call about driverless cars? 04:10:55 6 A. I definitely -- I mean, for me, it was -- 7 it was starting with flying cars, but also talking 8 about -- 9 Q. Sure. 10 A. -- hey, is there a potential partner -- 04:11:12 11 is there a potential partner together. Those are 12 two big things I wanted to speak about. 13 So, yes, partnering on driverless cars, 14 sorry. 15 Q. Okay. 04:11:21 16 A. Yeah. 17 Q. So what did you say to him about 18 partnering on -- in this conversation -- 19 A. Yeah. 20 Q. -- about partnering on driverless cars? 04:11:26 21 A. I don't remember the specific details, 22 but I -- was very similar to all the considerations 23 I have had over the years, which is: You guys 24 have -- you guys have been working on this quite a 25 while. You have great expertise. We have 04:11:43 Page 322</p>	<p>1 Q. A disagreement? 04:13:04 2 A. -- a -- 3 MS. DUNN: Objection to form. 4 THE DEPONENT: It was like we were 5 having -- it was -- I felt like he wasn't -- we 04:13:09 6 didn't understand each other. It was just strange. 7 Because he -- I was trying to tell him, like, just 8 because we have hired his people, we haven't taken 9 his IP. And he kept not understanding that, but 10 not explaining himself either. He wasn't getting 04:13:29 11 into details or in any way sort of helping me 12 understand his issue. 13 Q. (By Mr. Verhoeven) Did you say you would 14 look into it? 15 A. I told him, we will open up our facility 04:13:39 16 if you think we have taken IP. Like, come take a 17 look. We will have your people take a look. We 18 will dig deep and make sure. But we were very 19 confident about the process of acquisition and the 20 process we have in hiring people. 04:13:54 21 Q. Do you remember saying that to Mr. Page? 22 A. I do. 23 Q. Okay. And what did he say in response? 24 A. He -- he kind of just kept repeating the 25 same thing. This is what I remember. I don't 04:14:06 Page 324</p>
<p>1 developing expertise, but we haven't been in this 04:11:46 2 industry as long. We certainly have a lot of 3 ridesharing things going on. There could be a 4 really interesting -- interesting potential in 5 partnering those two efforts. 04:11:58 6 Q. And what did he say on that subject in 7 response to you during that call? 8 A. He said, still not very interested. And 9 maybe we can talk about that again in the new year. 10 Q. Did he say anything else that you can 04:12:12 11 recall on the subject? 12 A. On -- on the partnering subject? 13 Q. Yes, or the subject of driverless car 14 technology. 15 A. He -- he was -- he was upset about what 04:12:22 16 he -- what he kept talking about was us taking his 17 IP. 18 Q. So what did he say about that? 19 A. He kept saying that he -- that -- that we 20 have taken his IP. And I kept responding and 04:12:45 21 telling him that hiring his people is not taking 22 his IP. 23 Q. And what did he say in response to you 24 when you said that? 25 A. It was like we were having -- 04:12:59 Page 323</p>	<p>1 remember the specific words, but it was -- it felt 04:14:07 2 like he was repeating the same thing over and over 3 again. 4 Q. So you don't remember beyond that what he 5 said? 04:14:14 6 A. No. 7 Q. Do you remember anything else during that 8 conversation on the subject of driverless cars 9 beyond what you already testified to? 10 A. I don't remember anything else. 04:14:26 11 MR. VERHOEVEN: All right. I have no 12 further questions at this time. 13 Oh. Sorry. I have a couple more 14 questions. 15 THE DEPONENT: Okay. 04:14:36 16 MR. VERHOEVEN: Won't be long. 17 (Discussion off the stenographic record.) 18 Q. (By Mr. Verhoeven) What did you do to 19 get prepared for today? 20 A. Spent a lot of hours sort of -- spent a 04:14:49 21 lot of hours just trying to understand what a 22 deposition is about, try to understand how I should 23 approach this, generally. 24 Q. Did you meet with people? 25 A. Yeah. 04:15:07 Page 325</p>

<p>1 Q. Other than attorneys, did you ever 04:15:09 2 have -- in preparation for this deposition, did you 3 have conversations with non-attorneys? 4 A. No. 5 Q. When did you meet with the attorneys? 04:15:18 6 A. Some on Monday; some on Tuesday; some on 7 Wednesday. 8 Q. So you prepped for three days? 9 A. I did some amount of time on each of 10 those days, yes. 04:15:30 11 Q. Can you give some sense of how much you 12 spent on each day? 13 A. It was sort of like it ranged from four 14 to eight hours. 15 Q. Okay. 04:15:50 16 A. On each day. 17 Q. On each day. 18 What is that, 12 to -- 19 A. Yeah, it wasn't 24. Because it was 20 like -- I think it may have been like four hours on 04:15:56 21 the shortest day and eight hours on the longest. 22 Q. Okay. 23 A. And -- and one more thing on this, just 24 to be clear, is like there -- that wasn't like a 25 straight eight hours. So, like, some of that time, 04:16:13 Page 326</p>	<p>1 MS. DUNN: Okay. Great. Thank you. 04:17:27 2 Charlie. 3 MR. VERHOEVEN: Nothing further. 4 THE VIDEOGRAPHER: This marks the end of 5 DVD No. 4 in the deposition of Travis Kalanick. We 04:17:34 6 are going off the record. The time is 4:17. 7 (Recess taken.) 8 THE VIDEOGRAPHER: Six hours and 15 9 minutes. So 45 minutes left. 10 MS. DUNN: Forty-five minutes left. 04:19:03 11 Thank you. 12 (TIME NOTED: 4:19 p.m.) 13 14 15 16 TRAVIS KALANICK 17 18 19 20 21 22 23 24 25</p> <p>Page 328</p>
<p>1 I'd just go work and then come back in. It wasn't 04:16:15 2 straight. But it was back and forth during that 3 time period. 4 Q. Okay. Did you do any prep for this 5 deposition before that week? 04:16:29 6 A. No. 7 Q. Okay. 8 MR. VERHOEVEN: At this time, I have no 9 further questions. I have to say some things on 10 the record, though. 04:16:35 11 So we reserve this time to ask further 12 questions at a later time because there's privilege 13 fights that have not been resolved yet; document 14 production has not been completed; the text issue 15 is still being worked on. 04:16:56 16 And just for the record, we disagree that 17 we are limited to an aggregate of seven hours. We 18 can deal with that later; but, for the record, we 19 disagree with that. 20 MS. DUNN: For the record, our position 04:17:16 21 is you are limited to seven hours. And we will 22 just ask how much time has been reserved within 23 that seven, so... 24 THE VIDEOGRAPHER: Once I am done, I will 25 give you the tally. 04:17:26 Page 327</p>	<p>1 I, Rebecca L. Romano, a Certified Shorthand 2 Reporter of the State of California, do hereby 3 certify: 4 That the foregoing proceedings were taken 5 before me at the time and place herein set forth; 6 that any witnesses in the foregoing proceedings, 7 prior to testifying, were administered an oath; 8 that a record of the proceedings was made by me 9 using machine shorthand which was thereafter 10 transcribed under my direction; that the foregoing 11 transcript is true record of the testimony given. 12 Further, that if the foregoing pertains to the 13 original transcript of a deposition in a Federal 14 Case, before completion of the proceedings, review 15 of the transcript [ ] was [x] was not requested. 16 I further certify I am neither financially 17 interested in the action nor a relative or employee 18 of any attorney or any party to this action. 19 IN WITNESS WHEREOF, I have this date 20 subscribed my name. 21 Dated: July 28, 2017 22 23 24 Rebecca L. Romano, RPR, 25 CSR. No 12546 Page 329</p>

Federal Rules of Civil Procedure

Rule 30

(e) Review By the Witness; Changes.

(1) Review; Statement of Changes. On request by the deponent or a party before the deposition is completed, the deponent must be allowed 30 days after being notified by the officer that the transcript or recording is available in which:

(A) to review the transcript or recording; and

(B) if there are changes in form or substance, to sign a statement listing the changes and the reasons for making them.

(2) Changes Indicated in the Officer's Certificate. The officer must note in the certificate prescribed by Rule 30(f)(1) whether a review was requested and, if so, must attach any changes the deponent makes during the 30-day period.

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